

WOLVERINE AND THE X-MEN

August 18, 1995





WOLVERINE AND THE X-MEN
(working title)

by

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1st REVISION

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CRAWL OVER BLACK:

It is the near future. Humanity has flooded the world with pollutants, radioactivity, and toxic waste.

The Earth has struck back.

Mutants have begun to appear -- people whose genetic structures have been altered by the poisoned environment, giving them superhuman powers.

Because they are different, mutants are hated and feared by some humans. One small band of mutants wages a never-ending struggle to bring peace and justice to a world full of hatred:

THE X-MEN.

INT. LOGAN'S NIGHTMARE - CAVERN - NIGHT

SLOW, BLURRED MOVEMENT fills the screen, like the gentle waving of seaweed underwater.

THE SOUND OF RUSHING WATER

distant, like ocean waves. The sound an infant hears, listening to the blood rushing through a mother's heart: steady, powerful, timeless.

A VOICE cuts through the lulling noise, SHARP as steel:

COLD VOICE (O.S.)

Condition?

The blurred image SNAPS into focus --

LOGAN

naked, body suspended in fluid in a huge GLASS TANK. His hair streams out, waving gently; but his body is twisted in on itself, muscles RIGID, eyes shut in ragged unconsciousness.

He is tightly bound with RESTRAINT STRAPS. He SHIVERS -- his closed eyes move rapidly as he STRUGGLES for consciousness --

-- and Logan's eyes SNAP open. He looks out through the glass tank walls into a darkened, distorted laboratory.

Blurred WHITE-COATED FIGURES stand around the tank, their distorted faces vulpine and evil, demons from a dark nightmare.

TECHNICIAN VOICE (O.S.)

He's steady, sir.

COLD VOICE (O.S.)

Then let's begin.

Logan STRUGGLES against the restraints, his body uncurling to reveal NEEDLES AND TUBES protruding from all over his body --

And his HANDS.

Across his knuckles, three MASSIVE NEEDLES have been jammed brutally into the skin, each attached to an intravenous tube.

COLD VOICE (O.S.)

Feed.

A QUICKSILVER FLASH -- some kind of LIQUID METAL rushes through the many tubes into the tank -- into Logan.

Logan WRITHES in pain, THRASHING and TWISTING -- water SLOSHES from the tank -- but he cannot escape.

TECHNICIAN VOICE (O.S.)

Steady.

COLD VOICE (O.S.)

Feed.

Logan looks down, where the thick tubing pierces his knuckles -- LIQUID METAL is flowing directly into his hands.

TECHNICIAN VOICE (O.S.)

He's absorbing the adamantium at twice the expected rate.

COLD VOICE (O.S.)

Is it bonding?

TECHNICIAN VOICE (O.S.)

Yes. To the skeleton, sir, as you predicted.

Logan THRASHES in agony -- liquid metal courses into him --

ARROGANT VOICE (O.S.)

(excited)

The hardest metal known to man. He'll be practically indestructible.

COLD VOICE

Feed! All he can take!

CLOSE ON LOGAN'S HANDS as BLOOD WELLS UP from the knuckles, trickling around him in watery streams -- a FLASH of METAL --

ARROGANT VOICE (O.S.)

Burn, mutant. Burn.

Logan's mouth opens wide in a soundless, liquid SCREAM. He THRUSTS his hands INTO THE TANK WALL -- GLASS SHATTERS, water EXPLODES outward --

EXT. SNOWFIELD - NIGHT

-- and Logan WAKES, his fists THRUST DEEP into the snow. The storm has spent itself. Snow lies thick and perfect over the moonlit mountain.

Logan curls into a tight ball, like a wolf bedding down, and closes his eyes in wary exhaustion.

EXT. SNOWFIELD - DAY

A cloudy, overcast dawn. Moving with quiet stealth, Logan sniffs the air. He moves low to the ground, STALKING something.

Faint noises of CRUNCHING and RIPPING drift through the air. Logan moves silently through a bank of trees, emerging into

A SMALL CLEARING

where a DEER CARCASS lies mangled and bloody on the snow. Logan's eyes fasten hungrily on the meat. A MOUNTAIN COUGAR is crouched over the carcass, ripping meat from the dead animal and gulping it down.

Logan moves forward, eyes alight with hunger. The cougar looks up -- then GROWLS a careless warning and turns back to feeding.

Logan SNARLS BACK with terrifying ferocity.

The cougar HISSES and jumps back, ears flat and hair bristling.

Logan stares at the cougar -- they lock eyes, motionless, deadly. The world is reduced down to their warring STARE --

O.S. a SNIKT sound, like a BLADE snapping through leather.

The cougar's eyes WIDEN -- and he turns and RUNS. As he lopes away, O.S. SNAP of something sliding back.

Logan DIVES for the deer, tearing at the bloody meat with his bare hands, senses blind to all but nourishment --

-- as a STEEL CAGE CRASHES DOWN from above, SURROUNDING Logan in a mesh of thick steel bars.

EIGHT SOLDIERS IN COMBAT FATIGUES

melt from the surrounding tree cover and converge on the cage.

At their head is SENATOR KARL GRANT: young, clean-cut, looking out of place in his tailored wool suit. A power politician, Grant has made a career out of his raw hatred for mutants.

He wears a red DOUBLE HELIX SYMBOL over his heart -- the "pure DNA" symbol of the Friends of Humanity.

SENATOR GRANT
(shouting orders)
Hold your fire! We're going to
tranquilize him, no bullets!

We recognize his voice -- the ARROGANT VOICE of Logan's nightmare.

ATOP THE CAGE

A SOLDIER drops down from the tree above, heavy-barrelled TRANQUILIZER RIFLE pointed downward --

IN THE CAGE

Logan backs into the far corner, eyes on the soldier above.

LOGAN'S HANDS

CLENCH into tight fists -- suddenly, with the same SNIKT sound,

GLEAMING METAL CLAWS

curve out from Logan's knuckles like a panther's talons -- glittering, razor sharp and deadly.

SENATOR GRANT

Shoot him, damn it, trunk him NOW!

THE SOLDIER

is frozen with fear, looking down at Logan's inhuman claws.

LOGAN

LAUNCHES himself from the corner with a ROAR -- and JUMPS straight up, grabbing onto the top bars.

Before the startled soldier can react, Logan's clawed fist RIPS upward through the bars, IMPALING him. The dead soldier tumbles soundlessly onto the snow, leaving the tranquilizer rifle tangled in the bars.

THE REMAINING SOLDIERS

scramble backwards, leaving.

GRANT

out in front, eyes fixed on the bleeding corpse. A terrible METALLIC WHINE fills the air -- Grant's head snaps up, to see

LOGAN

SLASHING at the cage bars -- his claws slice the steel like paper. Hot sparks HISS into the snow as he shears the bars --

GRANT

stumbles back, loses his footing and FALLS in the snow.

LOGAN

tears at the bars -- the gap WIDENS --

SENATOR GRANT

(to the soldiers)

Shoot him! Kill him!

From the woods behind comes a commanding voice, deep and resonant and cold as the icy slopes.

COLD VOICE (O.S.)

Hold your fire --

We have heard this voice before as well. The soldiers look to the shadowy forest -- back to Grant --

COLD VOICE (O.S.)
 -- or answer to me.

The voice wins. The soldiers lower their rifles.

GRANT

terrified, fumbles at his waist for his gun, as

LOGAN

RIPS through the final bar. He crouches low and feral, eyes locked on Grant as his muscles TENSE --

GRANT

frees his gun, points -- but the gun doesn't fire.

LOGAN

SPRINGS, arcing through the air straight for Grant's throat --

FROM THE SHADOWS IN THE FOREST

the FLASH of a rifle -- a SHOT ECHOES through the frozen air.

LOGAN

is THROWN BACK as a heavy tranquilizer dart SLAMS into him, the plunger depressing on impact with a snaking HISS.

Logan looks down at his waist, pulls the empty cartridge from his side -- and COLLAPSES.

THE RIFLEMAN

stands sillhouetted among the trees in the watery dawn light.

COLD VOICE
 Enough tranquilizer for an elephant,
 gentlemen -- I'd estimate you have
 twenty seconds.

The soldiers swarm around Logan, rapidly securing him with a staggering number of restraints and chains.

The Rifleman steps forward from the shadows: white-haired, tall, his face strong and handsome yet somehow frightening. This is a man whose great intellect is untempered by compassion; madness dwells within him, barely leashed.

He walks over to where Grant lies in the snow, reaches down and FLICKS A SWITCH on Grant's gun.

MAGNUS
 Works better with the safety off.

SENATOR GRANT

(furious)

I could have been killed, Magnus!

The man called MAGNUS looks at him with cool contempt.

MAGNUS

You weren't.

(shrugs)

I warned you of the danger when you insisted on coming.

Grant scrambles up heedlessly, gun POINTED at Logan's head -- with a lightning motion, Magnus STRIKES the gun from Grant's hand, sending it flying into the forest.

MAGNUS

This is a military operation, Senator Grant, not a Friends of Humanity barbecue. I give the orders here.

Grant, shaken from his frenzy, looks sharply up at Magnus.

SENATOR GRANT

And I sign the checks. This -- thing is out of control.

MAGNUS

This "thing" is mine.

Grant meets Magnus' dark gaze -- and takes a step back.

SENATOR GRANT

(deep breath)

Yes, Doctor.

Magnus kneels beside Logan, looking deep into his barely-conscious eyes.

MAGNUS

(whispering)

Do you hear me? You are mine.

DISSOLVE TO:

EXT. SUBURBAN HOUSE - MORNING

SUPERIMPOSE: TWO YEARS LATER

A bright summer morning in a quiet, upscale suburb. On a tree-lined street, a two-story house overlooks a carefully manicured yard: a picture from the "Saturday Evening Post."

INT. SUBURBAN HOUSE - LIVING ROOM - MORNING

A cozy living room, one wall filled by a home entertainment center with giant-screen tv, laserdiscs, games, and so on.

An 11-year-old ASIAN AMERICAN GIRL frantically pushes the LASERDISC PLAYER behind a stack of movies, hiding it. She is a bright, cute kid, with flashing dark eyes that betray every emotion -- and right now, she looks scared.

MRS. LEE (O.S.)

Jubilation! Breakfast is getting cold!

JUBILATION LEE (nickname "J.") stuffs one last laserdisc in front of the player, then races off to the kitchen.

CLOSE ON the laserdisc player -- which is totally ruined, SCORCHED and MELTED, as if someone took a blowtorch to it.

INT. SUBURBAN HOUSE - KITCHEN - MORNING

Jubilation picks at her food. DR. NATHAN LEE shovels papers in his briefcase as MRS. LEE clears the dishes. The TV is tuned to a MORNING NEWS SHOW with a perky, wholesome female anchor.

PERKY ANCHOR

Worried that mutants may be all around you -- and you don't even know it?

Jubilations's attention snaps to the TV.

PERKY ANCHOR

Today we'll talk about how to spot the telltale signs of a mutant. "Is My Neighbor a Mutie?" -- coming up next.

Jubilation quickly grabs the remote and clicks the TV OFF. Ignoring her parent's curious looks, she heads for the door.

JUBILATION

See you guys later. I'm gonna catch the subway over to the mall.

Dr. Lee looks at his daughter with mild exasperation.

DR. LEE

J., when I was your age I had a job.

JUBILATION

(teasing)

Gotta hate those child labor laws, Dad.

Dr. Lee smiles in spite of himself. Jubilation pauses in the doorway, turning back as if she cannot help herself.

JUBILATION
(blurting out)
Why does everyone hate mutants?

Her parents trade a time-for-a-lecture glance.

MRS. LEE
We don't "hate" them, dear. We just
know that they're dangerous.

JUBILATION
(insisting)
Why are they dangerous?

DR. LEE
I work with mutants every day. They
are dangerous.
(subject closed)
Try not to spend your entire allowance
on video games.

He ruffles her hair fondly.

INT. SHOPPING MALL - ELECTRONICS STORE - DAY

A bright, airy mall, crowded with summer shoppers.

In the electronics store, Jubilation looks through rows of new
laserdisc players, searching for a duplicate of the melted one.

JUBILATION
(reassuring herself)
I'll switch them tonight, they'll
never even notice. It's cool, it's
cool. No problem.

She digs down in her backpack, pulls up a handful of crumpled
bills, starts counting them. The pile looks woefully small.

Behind her, a BANK OF TELEVISIONS play game shows, soap operas,
movies, newscasts. All the TV's are muted -- except one.

VOICE FROM TV (O.S.)
Mutants are freaks, and their
existence is an affront to Nature!

Jubilation turns slowly toward the televisions.

CLOSE ON THE CENTER SCREEN: A huge rally of the FRIENDS OF
HUMANITY, wearing razor creased grey uniforms. The sound on
this screen is up. Senator Grant addresses the rally.

SENATOR GRANT
(on television)
That's why I'm proud to be a member
of the FOH.
(MORE)

SENATOR GRANT (cont'd)
 If you believe in the lie of
 "coexistence", I beg you to listen
 before it's too late.

J.'s gaze darts among the silent images, finally settling

ON ANOTHER SCREEN

where a MUTED NEWSCAST shows a MOB led by FOH GREYSHIRTS,
 dragging a TERRIFIED MAN through a street, beating and kicking
 him. Grant speaks in the background, reassuring, brotherly.

SENATOR GRANT (O.S.)
 They hide among us, "passing" for
 normal humans. They form terrorist
 groups, like the so-called X-Men, who
 refuse to reveal their identities.
 Muties don't want peace!

THE MOB RIPS OFF the man's overcoat, revealing a set of short,
 bat-like WINGS growing out of his back. He is a MUTANT.

SENATOR GRANT
 Mutants threaten the sanctity of our
 families and the very purity of our
 race!

The Mutant tries to FLY -- but the mob DRAGS him down.

SENATOR GRANT
 This Fourth of July, Independence Day,
 I will personally unveil a cure to
 this plague afflicting our society --

THE POLCE arrive and push their way through the mob to the
 bloodied Mutant. They drag up the Mutant and handcuff him.

SENATOR GRANT (O.S.)
 -- a final solution to the mutant
 menace.

CLOSE ON the screaming faces of the mob, cheated of their
 bloodsport. The Mutant is led away. O.S. APPLAUSE for Grant.

JUBILATION

tears her eyes away from the TV screens -- the applause seems
 to grow LOUDER and LOUDER, building to a deafening ROAR --

-- she turns and RUNS from the store.

INT. MALL ARCADE - DAY

J. plays a video game with fierce intensity, pounding the
 firing button. Her skin glows, reflecting bright EXPLOSIONS.

The game title flashes over her head, complete with florid graphics and leering painted monsters: **MUTANT MASSACRE**. Jubilation blows away another drooling "mutant".

JUBILATION

Take that -- damned muties -- I'm not like you -- nothing like you --

She FIRES faster and faster, playing with frenetic skill.

JUBILATION

-- I'm just a kid!

She channels every ounce of her anger and fear into the game -- leaning in, firing wildly -- and suddenly, bright reddish-orange SPARKS POUR from her hands over the video game.

JUBILATION

No!

She jumps back, pulling her hands away -- the game is smoking, the joystick MELTED and the screen scorched.

A MANAGER comes striding across the room -- but Jubilation is already RUNNING from the arcade.

MANAGER

Damn genejoke! Stay outta my arcade!

A SCROUNGY TEEN watches the scene. He pulls out a cell phone, dials. We see the tattoo on his bicep: a red double helix.

INT. MALL - DAY

Jubilation runs through the mall, fighting back tears.

JUBILATION

I can't be, I'm not --

She barrels around a corner -- and CRASHES into a tall, striking BLACK WOMAN carrying several bags. Jubilation and the woman go sprawling in a tangle of arms, legs and shopping bags.

The woman pulls herself up quickly, looking down at the crying girl with concern. She speaks with a faint accent.

BLACK WOMAN

Are you all right, child?

Jubilation looks up at the black woman: her dark skin framed by a mane of pure-white hair, her eyes deep and kind. There is something powerful, almost magical about her.

She holds out a hand. Jubilation reaches up to take it --

-- and a few tiny SPARKS leap off J.'s outstretched fingers.

The woman STARES, startled. Jubilation jumps to her feet.

JUBILATION

Watch where you're going!

She hurries off. The woman watches her thoughtfully.

INT. WEAPON X FACILITY - DAY

A huge, windowless laboratory, crowded with sinister-looking technology, all glass and metal and soulless machinery.

The room buzzes with excited activity; technicians and lab workers prepare complex medical equipment around a large padded CHAIR -- equipped with restraint straps.

DR. MAGNUS

oversees the preparations, talks on a videophone with Grant.

SENATOR GRANT

(on vidphone)

She can't be a mutie. It's some kind of mistake.

MAGNUS

It's a confirmed sighting by one of your own agents. There's no mistake.

SENATOR GRANT

(irritated)

Perhaps you should be spending your time completing the Legacy mutagen, Doctor. We have a July 4th deadline.

MAGNUS

Which I will meet. But in the meantime --

SENATOR GRANT

(interrupting)

She's what, ten years old? Everybody knows mutant powers don't show up until puberty.

MAGNUS

Apparently they have in her.

Grant suddenly catches on.

SENATOR GRANT

If she has powers now --

MAGNUS

Exactly. Who knows what she will achieve by adulthood?

(MORE)

MAGNUS (cont'd)

The research potential is incalculable. The Project must have her.

(stern)

Uninjured. The last acquisition was damaged, unusable. Your methods --

SENATOR GRANT

You'll get her however my people deliver her -- and you'll thank us for it. Grant out.

Grant's picture vanishes from the screen.

MAGNUS

I see.

(into intercom)

Is the Wolverine in place?

WEAPON X OPERATOR

(on intercom)

Yes sir.

MAGNUS

Relay the video feed up here to the main monitor.

A SNOW PATTERN appears on the monitor screen overlooking the laboratory floor -- and begins to clear, showing a CITY STREET.

EXT. NEW YORK STREET - DAY

Shoppers and pedestrians crowd the sidewalk under the towering atrium glass of the mall. A well-dressed MAN moves through the crowd. His graceful, fluid movement identifies him at once:

LOGAN

recognizable even in an expensive suit. He could be any businessman in the city, except that he pauses, raising his head -- SCENTING THE AIR like a hunting animal.

He changes direction and keeps moving, his gaze roving over the buildings and shoppers as he passes -- but his eyes are lifeless, his expression detached. Like a sleepwalker.

CLOSE ON LOGAN'S TEMPLE

where just below the skin, something glows faintly, a bright digital red muted only by the skin that covers it. Whatever it is, it's within Logan's body.

CUT TO:

INT. WEAPON X CONTROL ROOM - DAY (CONTINUOUS)

LOGAN'S VIEW OF THE CITY

is still before us, on a VIDEO SCREEN.

PULL BACK TO REVEAL:

A small, high-tech bunker, dark except for the harsh light thrown by monitors onto the face of the man who controls Logan's movements. This is the WEAPON X OPERATOR --

DR. NATHAN LEE.

Lee sits at the CONTROL PANEL, a maze of lights, switches and gauges. He looks at the MONITOR, displaying LOGAN'S POV as he moves. What Logan sees is being transmitted directly here.

MAGNUS

(on intercom)

Remain in surveillance mode for now.
But if it looks like she might be
damaged, send him in. And Lee --
keep him on a tight leash. Scare them
off if necessary, but nothing fatal --

INT. WEAPON X LABORATORY - DAY

Magnus watches an identical picture of Logan's POV on the giant monitor over the lab floor.

MAGNUS

-- let's not upset our little FOH
friends.

INT. WEAPON X CONTROL ROOM - DAY

Lee twists a DIAL on the control panel -- this controls the GAIN, or transmission intensity. A VU meter above it reads the level, showing a spectrum from SAFE (black) to OVERLOAD (red).

Dr. Lee turns up the gain -- the VU needle jumps, staying well within the "SAFE" range. Lee speaks into a microphone:

DR. LEE

Weapon X. Priority One transmission.
Locate target, establish reconn.

CUT TO:

INT. MALL - UPPER LEVEL - DAY

TEN FOH GREYSHIRTS

move in a loose line along the upper floor of the mall, scanning the crowd, searching. Leading the group are Greyshirts BRENT and MILLER, their red armbands showing rank.

Shoppers give them a wide berth, not meeting their eyes. An OLD LADY sniffs loudly in disdain as they pass -- her companion PULLS her into a shop, scolding in a hushed voice.

We realize that humans, too, are frightened of the FOH.

INT. MALL BATHROOM - DAY

An oppressively cheerful green-and-pink public bathroom.

JUBILATION

leans on a sink, her eyes red and swollen from crying. She splashes water on her face.

INT. MALL - UPPER LEVEL - DAY

Jubilation comes out of the bathroom, still drying her eyes. She sees the Greyshirts -- stops short -- then turns and RUNS.

MILLER

Stop her!

The Greyshirts SCATTER, surrounding Jubilation -- they close in on her, moving with careful menace.

JUBILATION

(frantic)

Leave me alone! I'm just a kid!

PFUFF! RED-HOT SPARKS leap from her fingers onto one of the Greyshirts -- he SCREAMS as his shirt catches on fire, swatting at the flames with his hands.

The other Greyshirts take a frightened step back from her. She looks down at her hands -- even she is impressed.

JUBILATION

Whoa --

CRACK! A blackjack slams into Jubilation's head -- she CRUMPLES to the floor, revealing a Greyshirt behind her.

INT. PARKING STRUCTURE - DAY

The Greyshirts carry a limp, Jubilation-sized black sackcloth BAG to a BLACK VAN waiting by the door.

LOGAN

enters the parking structure, careful to remain unseen. He homes in on the Greyshirts, watching them intently.

INT. WEAPON X FACILITY - DAY (CONTINUOUS)

LOGAN'S POV ON VIDEO FEED

Dr. Lee watches the Greyshirts toting the bag, unable to see that it is his own daughter they carry. The van careens away.

DR. LEE
(into microphone)
Weapon X. Target located. Maintain
reconn.

INT. PARKING STRUCTURE - DAY (CONTINUOUS)

Logan walks to the nearest car: a black '65 MUSTANG. He tries the door -- locked. SNIKT! -- one claw slides out -- he SLICES a perfect circle around the car lock, drops it to the ground.

He slides into the car -- a moment later it ROARS to life, tires squealing as it tears out of the parking structure.

AT THE MALL ENTRANCE

THE BLACK WOMAN

steps from the shadows, speaks into a hand-held comlink:

BLACK WOMAN
Confirm, do you read, confirm we
definitely have an FOH mutant grab,
and --

She bends down, examines the car lock. Smoke curls up from the sliced metal. She straightens, shakes her head, mystified.

BLACK WOMAN
-- and something.

EXT. CITY STREETS - DAY

Logan's mustang powers down the streets, entering

A MAZE OF OLD INDUSTRIAL BUILDINGS

abandoned and rusting, hulking shells of plaster and cracked glass. Logan slows the car, spotting the empty black van.

Logan gets out, facing a crumbling, decrepit warehouse, the boarded windows staring blankly like blind eyes.

INT. WEAPON X LABORATORY - DAY

Magnus talks on vidphone with Grant.

SENATOR GRANT

(on vidphone)

They've got her. If it makes you feel any better, I'm personally supervising the pickup.

MAGNUS

Undamaged, Grant.

SENATOR GRANT

Look, my men hate mutants -- that's why they're so good at what they do. I can't deny them a little fun. You're lucky to be getting her at all.

The vidphone fades to black.

MAGNUS

We'll see about that.

EXT. ABANDONED WAREHOUSE - DAY

Logan circles the warehouse, spots a boarded up door, and SLICES through the wood with easy precision. He SLIPS INSIDE.

INT. WAREHOUSE - DAY

The warehouse is gloomy and dark, punctuated with shafts of sunlight that have broken through the cracked walls.

But the interior is at odds with the abandoned appearance of the outside. Forklifts and loaders are scattered throughout the building among orderly rows of CRATES, BOXES, and BARRELS.

Logan glides through the shadows. He passes a row of barrels, stenciled in red: FLAMMABLE, EXTREME CAUTION.

Beside the barrels, a crate lies open, revealing A SAM MISSILE LAUNCHER. Logan looks up to see a tower of IDENTICAL CRATES, stacked to the ceiling, all marked with the red double helix.

Logan is standing in a Friends of Humanity WEAPONS CACHE.

O.S. Jubilation SCREAMS furiously.

JUBILATION

Let me go you son-of-a-bitch!

Logan's head whips around. He follows the sound, threading through massive stacks of boxes and silent machines.

He moves through a stack of barrels, cautiously peers out.

CUT TO:

INT. WEAPON X CONTROL ROOM - DAY

LOGAN'S POV ON VIDEO FEED

as he peers through the barrels -- and sees Jubilation, hands tied, surrounded by Greyshirts.

DR. LEE

sits motionless in his seat, frozen with horror.

DR. LEE

Oh dear God.

He suddenly leaps into action, barking into the microphone.

DR. LEE

Weapon X, override capture, repeat,
override capture directive! New
directive, Priority One: protect.

INT. WAREHOUSE - DAY

Logan suddenly PAUSES -- the red light at his temple GLOWS -- and he straightens, his face somehow a little different. Something in him seems to welcome these new orders.

Logan carefully studies the Greyshirts, J., the surroundings.

JUBILATION

You can't keep me here!

(to Miller)

Listen up, CroMagnon Man! I've got
rights --

Miller casually BACKHANDS Jubilation -- her head SNAPS back.

MILLER

Mutant scum got no rights.

Suddenly, the silent warehouse is filled with

A LOW GROWLING NOISE

seeming to surround them on all sides. Brent JUMPS, startled. The Greyshirts draw their guns, peering out into the shadows.

BRENT

What the hell is that?

JUBILATION

Hey! Help! Help me, please --

MILLER

Shuddup!

He turns to Jubilation, raising his arm to pistol-whip her --

-- and Logan SPRINGS from his hiding place and SLAMS into Miller, who CRIES OUT -- then collapses, chest SLICED OPEN.

Logan jumps lightly as a cat, dodging back into the shadows.

BRENT AND THE GREYSHIRTS

fire in all directions into the darkness. BULLETS RICOCHET wildly off the equipment; Logan is nowhere to be seen.

BRENT

Come out here, ya freak!

From out of the shadows behind Brent, CLAWS descend, razor-swift -- Brent TOPPLES FORWARD --

-- and Logan is upon them.

His claws are a gleaming whir of motion as he SLICES and SLASHES, darting in and out of the shadows.

His claws RAKE downward -- and there are SCREAMS.

CUT TO:

INT. WEAPON X LABORATORY - DAY

MAGNUS

jumps to his feet, staring at

THE SCREEN, LOGAN'S POV:

a jumble of images -- bodies FLYING through the air -- YELLS and CRASHING noises. Magnus SHOUTS into the intercom --

MAGNUS

What the hell is going on down there?

The intercom HISSES static -- there's no answer.

MAGNUS

Security, level 5, get down to the control room now!

Magnus jumps up and STORMS out of the laboratory.

INT. ABANDONED WAREHOUSE - DAY

The fight is over, impossibly fast.

Logan, wild-eyed and bloody, stands over the fallen Greyshirts. He turns toward J. She isn't sure if she's saved or doomed.

JUBILATION

Uh, easy there, big guy.

INT. WEAPON X CONTROL ROOM - DAY

Jubilation's face, frightened but brave, fills the viewscreen. Dr. Lee works quickly at the controls, watching the screen.

DR. LEE

(under his breath)

Don't worry, baby, Daddy's here.

Daddy won't let them hurt you.

Behind him, the bolted door SHUDDERS -- something SLAMS against it from the outside.

INT. WAREHOUSE - DAY

Logan moves slowly toward Jubilation.

JUBILATION

What?

Logan moves silently toward her.

JUBILATION

Great. It slices, it dices -- but it doesn't talk.

ON THE FLOOR

unseen by either Jubilation or Logan,

FOH OFFICER BRENT

bleeding, mortally wounded, but alive, reaches down -- to the GRENADE clipped to his belt.

JUBILATION

watches Logan's relentless, silent approach -- and suddenly her fear and exhaustion spill out in hysterical anger.

JUBILATION

(yelling)

Ok, if you're gonna kill me, fine!

But will you just say something!

Logan stops, towering over her. He raises his claws -- she SQUEEZES her eyes shut --

-- and Logan RAKES his claws downward, SLASHING THE ROPES.

Jubilation opens one eye cautiously, sees the neatly severed ropes. She looks up at Logan, her fear forgotten.

JUBILATION
(totally impressed)

Cool.

CUT TO:

INT. WEAPON X CONTROL ROOM - DAY

The door SHATTERS INWARD -- Lee SHOUTS into the microphone.

DR. LEE
Weapon X -- Priority One -- protect
the target! Protect --

Soldiers POUR into the room and TEAR Dr. Lee from the console.

MAGNUS

strides into the room -- he GRABS Dr. Lee by the throat,
LIFTING him off his feet with surprising strength.

MAGNUS
What have you done?

DR. LEE
(choking)
What -- I had -- to do --

Magnus TWISTS with brutal force -- with a sickening CRACK Dr. Lee's neck BREAKS. Magnus TOSSES the body aside like a dirty rag, moving swiftly toward the controls.

CUT TO:

INT. WAREHOUSE - DAY

ON THE FLOOR, BRENT

clutches the GRENADE in one bloody hand -- with the last of his strength, he ROLLS the explosive across the floor.

BRENT
Filthy -- muties --

LOGAN

snaps around at Brent's voice -- to see the grenade ROLL TO A STOP only feet away next to the barrels marked FLAMMABLE.

JUBILATION
Oh shit.

Logan meets Jubilation's eyes for a split second --

-- he THROWS HIMSELF on her, shielding her with his own body.

The grenade DETONATES -- SHRAPNEL sprays the room -- and a WAVE OF FLAME engulfs

THE STACK OF BARRELS

which EXPLODE, sending a PILLAR OF FIRE toward the rafters.

EXT. ABOVE THE WAREHOUSE - DAY

The blue untroubled sky over the warehouse. The still air suddenly comes alive, as a HEAVY WIND rises -- a white shape arcs down through the scattering clouds:

THE BLACK WOMAN

now wearing sculpted WHITE BODY ARMOR, pale hair streaming in the wind -- FLYING. Meet

STORM

called the Windrider, or the Mistress of the Skies -- an African princess whose mutant powers control the weather. She touches the COMLINK at her chest, a red circle marked with an "X" -- Symbol of THE X-MEN.

STORM
(impatient)
Storm to Cyclops -- where are you
guys?

A MAN'S VOICE replies, deep and confident: CYCLOPS.

CYCLOPS
(on comlink)
We're on our way.

STORM
I can't just sit here! That girl is
in there with a pack of killers!

CYCLOPS
Don't approach without backup, Storm,
repeat, do not go in --

THE EXPLOSION

RIPS through the roof of the warehouse directly below Storm, gouting fire and smoke into the sky.

Storm is KNOCKED BACKWARDS -- she tumbles in free fall -- then regains control and swoops back up.

CYCLOPS
(on comlink)
Storm! Are you ok? What was that?

STORM
I'll call you back.

Storm DIVES for the warehouse -- and is SWALLOWED in the smoke.

CUT TO:

INT. WEAPON X CONTROL ROOM - DAY

Magnus watches Logan's POV monitor, -- completely black.

MAGNUS
Weapon X. Respond. Respond!

He BANGS on the console in frustration.

CUT TO:

INT. ABANDONED WAREHOUSE - DAY

STORM

flies through the hole in the roof, smoke SWIRLING around her.

A thick haze of smoke and ash obscures everything. Flames CRACKLE; a PILE OF DEBRIS topples over -- and a HAND reaches out, PUSHING the wreckage aside. It's

JUBILATION

STRUGGLING to get out from under shattered wood and metal. Storm suddenly sees just what Jubilation is buried beneath: Logan's inert body.

STORM
By the Goddess!

Storm pulls her up; Jubilation stumbles, coughing and dazed.

STORM
Are you ok?

Jubilation looks up at Storm, nods mutely -- and her eyes suddenly WIDEN in shock, focusing BEHIND Storm --

O.S. SNIKT! Storm whirls around to face

LOGAN

his claws inches from her throat.

Logan is bloody, his flesh torn and burnt by the explosion. He is hanging onto consciousness by sheer strength of will -- because he is Weapon X. And he is unstoppable.

Storm stands motionless, Logan's claws gleaming against her dark throat. Her eyes FLASH, but not in fear -- in anger.

STORM
(low and deadly)
Understand this. You will have to kill
me before I let you take the girl.

O.S. the sound of DISTANT THUNDER. Jubilation RACES up to them both, trying to get between them.

JUBILATION
Ok, time out, I think we have a
misunderstanding here --

Storm and Logan stand motionless, neither backing down.

JUBILATION
(exasperated)
Will you both just lighten up!

CUT TO:

INT. WEAPON X CONTROL ROOM - DAY (CONTINUOUS)

LOGAN'S POV VIDEO FEED

The blackness BREAKS into a shifting, static-ridden PICTURE --

MAGNUS
Yes, come on, yes --

-- showing Storm's face, Jubilation standing behind her.
Magnus looks at Storm disdainfully.

MAGNUS
(disgusted)
It's one of those ridiculous X-Men!

Magnus PUNCHES the microphone button.

MAGNUS
Weapon X. Capture target and return.
Neutralize interference -- extreme
prejudice.

ONSCREEN, LOGAN'S POV

remains unchanged; he stands frozen, unmoving.

MAGNUS
(to himself)
Kill her, godddamn you, what are you
waiting for?

INT. ABANDONED WAREHOUSE - DAY

AT LOGAN'S TEMPLE

the red spot beneath the skin GLOWS, fierce and insistent. Logan weaves unsteadily, like a man drunk or drugged.

He looks to Storm -- and their eyes lock.

Logan's look is deep, somehow imploring, like a drowning man desperate for rescue. His gaze seems to sear into her, searching, seeking for something even he cannot name.

Storm meets his gaze, unwavering. Logan FALTERS, stumbling -- and Storm's face softens with sudden comprehension.

INT. WEAPON X CONTROL ROOM - NIGHT

Magnus looks at the monitor, ENRAGED -- with one violent TWIST, he turns the gain up to MAXIUM. The needle JUMPS into the red zone, signalling OVERLOAD.

Magnus punches the microphone button furiously, abandoning the protocol language, SHOUTING into the console:

MAGNETO

Listen, you stupid butcher --

INT. ABANDONED WAREHOUSE - DAY

Logan SHUDDERS, his breathing ragged. His eyes are narrowed in pain, his head cocked as he fights Magnus' voice.

MAGNUS (V.O.)

-- kill the woman and bring that girl to me NOW!

The RED LIGHT in Logan's temple FLASHES brighter -- BRIGHTER -- it almost seems to be BURNING into his flesh.

Logan SINKS TO HIS KNEES with a cry of anguished pain. He CLAWS blindly at his own temple.

STORM

My God --

Logan GOUGES at the glowing spot, finally pulling out

A METAL IMPLANT

tiny and round, fine wires snaking out of it like spider's legs. The burnished surface is smeared with blood. Logan's hand goes limp -- the implant clatters to the ground.

INT. WEAPON X CONTROL ROOM - DAY

THE VIDEO FEED fades -- and dissolves into STATIC.

MAGNUS

No, no, NO!

He SLAMS his fists into the console.

INT. ABANDONED WAREHOUSE - DAY

Logan looks up at Storm as if seeing her for the first time. His eyes are clouded with pain and confusion.

STORM

(whispered)

What are you?

Logan speaks, his voice hoarse and rusted with disuse.

LOGAN

I don't know...

Logan looks around him like a man waking from a long, nightmarish sleep, not sure where or who he is.. He looks down at his bloodied claws, his bruised and battered body --

LOGAN

(gallows humor)

Wonder what...the other guy looks like...

His head falls back -- and he PASSES OUT.

SENATOR GRANT (O.S.)

Congratulations.

Storm and Jubilation look up, startled. They are SURROUNDED by GRANT AND TEN GREYSHIRTS

the team that's just arrived to pick up Jubilation. Their guns are trained on Storm. Grant looks down at Logan.

SENATOR GRANT

I've wanted to rip up that walking slaughterhouse for years. My compliments.

(indicates Jubilation)

Hand her over.

STORM

(drily, to Jubilation)

You're a popular girl.

SENATOR GRANT

She's not a girl. She's a monster.
Like you, mutant bitch.

The WALLS of the warehouse are now trellised in flame. The building CREAKS ominously.

SENATOR GRANT

Give her to me NOW!

A sudden ROARING WHIR fills the air --

ABOVE THEM, OVER THE HOLE IN THE ROOF

something BIG HOVERS downward, blocking out the sun.

The noise is DEAFENING -- SMOKE swirls wildly, hiding everything in a ghostly fog. The Greyshirts DUCK DOWN --

And from the ceiling, THREE SHAPES DESCEND through the smoke like wraiths from a nightmare --

CYCLOPS, BEAST AND GAMBIT of the X-Men.

GAMBIT

(Cajun accent)

Rock and roll, you racist bastards!

Storm DIVES for the floor, pulling Jubilation with her -- the Greyshirts FIRE wildly in all directions --

X-MEN TEAM LEADER CYCLOPS

tall, strong-jawed, in blue body armor with a RED VISOR, fires a sizzling red OPTIC BLAST from his eyes -- the red beam SLAMS into three Greyshirts, KNOCKING them across the room.

GAMBIT

a rakish CAJUN, throws PLAYING CARDS with uncanny accuracy -- they EXPLODE at the Greyshirt's feet, sending two more flying.

BEAST

vaults down with superhuman agility -- 7 feet tall and 300 pounds of massive, bulging muscles. His face is fierce and fanged -- and he is covered head to toe in short BLUE FUR.

TWO GREYSHIRTS

spray bullets at him as he leaps lightly across the beams.

BEAST

(philosophically)

I detest violence.

His articulate voice contrasts sharply with his neanderthal appearance -- and his simian agility.

He SWINGS from a flaming rafter, feet first, KICKING over a giant stack of crates --

-- which go CRASHING onto the Greyshirts.

BEAST
Of course, there are exceptions.

STORM

raises her arms -- and a SHRIEKING WIND rises before her, shaking the building with its force.

STORM
(enraged)
You, who would harm a child! Feel
the wrath of the true mother -- Mother
Earth!

Gambit looks at Cyclops and Beast.

GAMBIT
Uh-oh.

All three DIVE behind Storm --

-- as the WIND rises to a shattering speed in front of her, SMASHING the Greyshirts and Grant back INTO A FLAMING WALL --

-- which SPLINTERS under the force -- the Greyshirts are THROWN from the warehouse, leaving a ragged hole in the wall.

Jubilation kneels by Logan, looking at Storm in confusion.

JUBILATION
Who are you people, "mutants on parade"?

STORM
Something like that.

CRASH! Several rotted, flaming beams COLLAPSE around them. The warehouse SAGS inward, walls GROANING with the strain.

O.S. the sound of APPROACHING SIRENS.

CYCLOPS
Introductions later. It's time to go.

Storm kneels down by Logan, putting a hand on Jubilation's arm. Jubilation looks up to Storm, her face pleading.

JUBILATION
He saved my life.

Storm reaches out and touches Logan's bloodied face. Something in her expression changes -- her jaw tightens, a decision made.

EXT. SKY ABOVE WAREHOUSE - DAY

The roof of the warehouse, spouting smoke -- and over it, the source of the deafening noise, the shape that blocked the sun:

THE BLACKBIRD

The X-Men's transport plane, a sleek black craft somewhere between an SR 71 and a Harrier. She's hoverable, radar-invisible and fast.

INT. BLACKBIRD COCKPIT - DAY

A dizzying array of switches and dials. In the pilot's seat is

JEAN GREY

a beautiful redhead with a thoughtful, sensitive face. Beneath her gentle manner bides a fierce TELEKINETIC POWER.

The ship comlink BEEPS.

CYCLOPS
(on comlink)
We're coming up.

ON THE STREET BELOW

a herd of black-and-whites come SCREECHING up to the warehouse.

JEAN
This is not good.
(into comlink)
We've got company, boss.

EXT. WAREHOUSE ROOF - DAY

CYCLOPS, GAMBIT AND BEAST

climb rapidly up to the plane. Jubilation clings desperately to Beast's back as he clambers quickly up his rope.

STORM

rises wind-borne from the flames, carrying Logan in her arms.

ON THE STREET

Policemen pour out of the cars, guns drawn. POLICEMAN #1 shouts through a BULLHORN:

POLICEMAN #1
THIS IS THE POLICE! SURRENDER
IMMEDIATELY OR WE WILL OPEN FIRE!

THE X-MEN

clear the last few feet, swinging themselves into the waiting Blackbird -- the hatch SLAMS shut behind them, as

THE WAREHOUSE COLLAPSES

into a morass of flaming wood and twisted, smoking metal.

INT. BLACKBIRD - DAY

The X-Men buckle in -- Cyclops strides to Jean in the cockpit.

JEAN

You ok?

Cyclops puts a hand on her shoulder -- a quick, affectionate gesture; they are more than friends.

CYCLOPS

Yeah. Let's get the hell out of here.

JEAN

You got it.

EXT. WAREHOUSE - DAY

The POLICE take aim at the Blackbird -- they OPEN FIRE. Bullets CLANG against the bottom of the Blackbird as it rises -- and then JETS off into the sky.

CUT TO:

INT. WEAPON X FACILITY - DAY

An alarm klaxon WAILS; EMERGENCY LIGHTS strobe bright red as MAGNUS

strides angrily down a corridor and into a long, narrow room. It houses rows of HOLDING CELLS that stretch, one after the other, back into the darkness.

Magnus stops in front of the first cell, looking through the bars into the steep shadows within.

WITHIN THE CELL

a flash of TAWNY FUR -- something HUGE slips through the shadows, moving with swift, muscular grace.

Magnus clenches his fists around the bars, white-knuckled.

MAGNUS

The Wolverine has escaped.

At the sound of that name, the creature in the cage WHIPS AROUND -- a voice SNARLS from the shadows --

SABRETOOTH

That metalhead runt!

-- and the creature CHARGES straight at Magnus.

Light rakes over SABRETOOTH: 7 feet tall with sleek jungle-cat muscles and a leonine mane framing a cruel, atavistic face. His hands have sharp talons at the fingers, like a cat's claws.

Sabretooth SLAMS into the bars, muscles straining and taut.

Magnus doesn't flinch; they face each other, inches apart, Sabretooth straining at the bars.

MAGNUS

Time runs short.

Sabretooth's voice is a low, purring growl.

SABRETOOTH

We don't need him -- we never did.
Let me lead -- I will not fail you.

From down the row of holding cells, a sudden RISING WHISPER of VOICES, overlapping, HISSING in the darkness --

VOICES FROM CELLS

Yes, we're ready -- we won't fail you.
Let us begin!

Magnus looks down the row of cells -- a flutter of HANDS moves among from the bars, REACHING OUT.

MAGNUS

Patience, my warriors. Patience.

He turns back to Sabretooth.

MAGNUS

You're right. It is time to begin.

CUT TO:

EXT. X MANSION - DAY

A summer's day shines down on a stately, ivy-covered building: THE X-MANSION. Surrounded by acres of rambling, sunswept hills, this is a homey, inviting place. Trees rustle gently in the mild breeze.

WHOOSH!

The Blackbird STREAKS over the peaceful greenery -- panicked birds SWARM up into the air, squirrels chitter angrily -- the plane passes over the brass sign at the gate:

THE XAVIER SCHOOL FOR THE GIFTED.

EXT. MANSION CLIFF - DAY

A high, rocky cliff juts out over CRASHING SURF far below. The grassy cliff-top stretches back to the site of the X Mansion.

The Blackbird SHOOTs out over the cliff, banks, and turns back speeding directly toward the solid CLIFF FACE -- the rocks LOOM larger and larger --

-- and in an eyeblink, a hidden door SLIDES OPEN in the rock face -- the Blackbird SHOOTs into the HANGAR beyond.

Behind the plane, the hangar doors SLAM SHUT with uncanny speed, leaving a facade that matches the CLIFF FACE exactly.

INT. MANSION HANGAR - DAY

The Blackbird BRAKES explosively, touching down in the hangar, a huge domed chamber cut from the living rock.

CHARLES XAVIER

founder of the X-Men, watches as the Blackbird rolls to a stop.

Xavier is a grave man, with a face that has seen too much pain and forgotten none of it. He rides in a remarkable MAGLEV WHEELCHAIR that FLOATS inches above the floor. Although bald, he looks wise rather than old.

Xavier glides forward. The hatch opens and Cyclops jumps down.

CYCLOPS

This is not my fault.

Storm steps out from the hatch -- carrying Logan in her arms. She looks to Xavier with quiet determination.

STORM

He's a mutant -- he's one of us. I couldn't leave him behind.

Xavier studies Logan's bloodied face, contorted and troubled even in sleep.

XAVIER

Of course not, Storm. You, who value all life so highly -- of course not.

From inside the Blackbird, we hear Jubilation YELLING.

JUBILATION

Hey, let go already, I can walk on my own! Let me down!

Beast appears at the hatch, Jubilation tucked under one massive arm. She struggles furiously -- then stops in amazement, looking around the huge hangar.

Xavier raises his eyebrows at Cyclops, questioning.

CYCLOPS

Not my fault.

INT. X MANSION UNDERGROUND COMPLEX - MEDICAL LAB - NIGHT

Beast, looking strangely natural in a white doctor's coat complete with stethoscope, examines the unconscious

LOGAN

stretched on a cot, IV in his arm, electrodes at his temples. The X-Men look on as he works. Jubilation paces nervously.

BEAST

Uncanny.

JUBILATION

Stop poking at him, furball. Isn't there a doctor in this nuthouse?

Xavier looks up from the X-rays that he is examining, which show LOGAN'S SKELETON, including retracted claws.

XAVIER

"Furball," as you call him, is a medical doctor with degrees in bioengineering and genetics.

JUBILATION

(embarrassed, to Beast)

Well, can't you do anything for him?

BEAST

Nothing, it seems, that he can't do on his own.

Beast turns Logan gently on his side, revealing a criss-crossing of angry red WELTS covering Logan's back.

BEAST

He had massive injuries -- lacerations that should have required surgery and multiple blood transfusions. Yet at this rate, in another hour he'll be completely healed.

(MORE)

BEAST (cont'd)
 He's in some kind of regenerative coma
 -- I've never seen anything like it.
 (beat)
 And take a look at this.

Beast points at Logan's temple.

BEAST
 The implant was located here. He cut
 himself to the bone to remove it.

Xavier looks at Logan's temple -- there is only a faint SCAR.

XAVIER
 Amazing.

Xavier touches the ridged scar tissue -- and at the moment his
 fingers contact Logan's skin, Xavier's eyes suddenly FLASH a
 blinding white. His TELEPATHIC POWERS have been engaged.

Xavier snatches his hand back, as if Logan's skin burned him.

JEAN
 (alarmed)
 Professor?

XAVIER
 (shaken)
 It's nothing.

JEAN
 Dr. McTaggart has documented
 accelerated healing powers as mutant
 abilities -- perhaps he has them.

JUBILATION
 Yeah, you want "mutant abilities,"
 check out the metal manicure.

Xavier looks at Logan with a mixture of horror and compassion.

XAVIER
 Those are no mutation. Something was
 done to this man to bond adamantium to
 his bones -- and create those claws.

BEAST
 The pain of a process like that would
 be more than most men could stand.

CYCLOPS
 Maybe it drove him insane. You saw
 what he did to those FOH goons -- they
 were ripped to shreds. That's not the
 action of a normal man.

Storm looks down at Logan; his eyes dart in a feverish dream.

STORM
No. He's not insane.

CUT TO:

EXT. LOGAN'S NIGHTMARE - SNOWSWEPT MOUNTAINSIDE - NIGHT

On a desolate mountainside, snow WHIPS through the air, driven by a blinding wind.

LOGAN

breaks through the swirling whiteness -- RUNNING, feet POUNDING onto splintering ice.

The ground CRACKS open beneath him. A dark, yawning ABYSS opens at Logan's feet -- he PITCHES forward --

INT. X MANSION UNDERGROUND COMPLEX - MEDICAL LAB - DAY

Logan JERKS AWAKE. A shape BENDS OVER HIM, holding his wrist. SNIKT! Logan's arm SNAPS upward --

-- bringing his claws against Storm, who is taking his pulse.

STORM
(unflinching)
I see you remember me.

She gingerly pushes the claws aside. Logan looks around to see THE X-MEN

ringed around the bed. Logan registers the bright BODY ARMOR, the BLUE-FURRED DOCTOR, the BALD GUY in the wheelchair --

-- and JUMPS UP, RIPPING off the electrodes as he BACKS AWAY.

LOGAN
Nice outfits. Real understated. Now where the hell am I?

JEAN
Don't worry. You're among friends.

LOGAN
(a growl)
I don't have any friends.

CYCLOPS
Big surprise.

Logan and Cyclops trade a HOSTILE look -- the instant dislike of two Alpha males finding themselves in the same territory. Jubilation darts between them, trying to avert disaster.

JUBILATION

Hey, remember me? Jubilation -- the girl who got you blown up?

Logan looks down at her -- and we see a GLIMMER of satisfaction in his eye, the briefest of smiles that she is all right.

LOGAN

Yeah. I remember.

JUBILATION

I know these guys look weird, but they seem sincere. Kinda like you.

Logan is underwhelmed by this recommendation.

LOGAN

Thanks.

Xavier moves forward.

XAVIER

I am professor Charles Xavier. You are at the headquarters of the X-Men.

LOGAN

The who?

STORM

The X-Men. We're mutants who fight for peace and justice -- for humanity and mutankind alike.

Logan greets this little speech with open skepticism.

LOGAN

Great. I've been rescued by the Dudley Do-Right Mutant Society.

STORM

(rankled)

Fine. Next time we'll just leave your sorry mutant butt behind.

LOGAN

I didn't ask for your help.

GAMBIT

You weren't exactly runnin' the other direction, either.

XAVIER

(an order)

Enough.

The X-Men fall silent. Xavier turns to Logan.

XAVIER
And you are. -- ?

Logan suddenly looks distinctly uncomfortable.

LOGAN
The name's Logan.
(beat)
I think.

CYCLOPS
You don't know your own name?

LOGAN
Hey, back off, bub --

XAVIER
Logan. Storm saw you remove a
psychotropic implant from your body.
Such implants are used for -- control.

Logan's face DARKENS as he realizes what Xavier is saying.

LOGAN
(translating)
Somebody messed with my mind.

XAVIER
I have reason to believe the implant
was used to force you to do something
you would refuse, consciously. Your
own memories may be blocked -- or
destroyed.

Logan starts for the door.

LOGAN
Thanks for the ride and the bandaids,
I'm outta here. There's someone I've
gotta hurt.

Storm steps in front of him.

STORM
You've been given your life back --
surely you want to do something more
than cause pain. Revenge isn't going
to return your memories.

Logan's smile is bitter, brutal.

LOGAN
Yeah, but it'll sure make me feel
better.

Storm gives him a disgusted look.

LOGAN

Look, I appreciate --

Logan stumbles over the words -- he can't bring himself to admit that Storm probably saved his life.

LOGAN

-- what you did for me, but the togetherness stuff is your gig. So you do it.

(heads for the door)

I'll send you a postcard.

XAVIER

Logan --

Logan turns back for a moment.

XAVIER

You don't remember anything but your name, do you? You don't know who you are. Where, exactly, will you go?

Logan is at a loss for words -- he has no answer. Jubilation moves to Logan, clutches his hand.

JUBILATION

He can go home with me.

The X-Men look down at her, startled.

JUBILATION

I mean, you guys have everything under control. Time for me to motor. I was supposed to be home by six -- I'm gonna get grounded for weeks --

XAVIER

(sadly)

Jubilation.

Something in his voice stops her short.

INT. X MANSION UNDERGROUND COMPLEX - COMMAND CENTER - NIGHT

The X Mansion command center. Instrument panels hum; scanners show sweeping surveillance views of the complex and grounds. A GIANT OBSERVATION WINDOW takes up one wall, its view dark at the moment.

A BANK OF MONITORS

plays pirated SPY SATELLITE TRANSMISSIONS: covert surveillance views, military outposts, worldwide newscasts.

Jubilation watches a newscast in horrified silence. Xavier, Logan and the X-Men stand behind her.

ON THE SCREEN

A RAGING FIRE burns in the middle of a quiet suburb, consuming what was a charming two-story house -- Jubilation's home.

ANNOUNCER

-- an FOH so-called "purification rite." This practice of burning mutants in their homes is an increasingly familiar sight as the FOH grows more powerful.

(beat)

Two bodies have been recovered, identified as Dr. and Mrs. Nathan Lee. Authorities are still searching for their daughter, Jubilation --

A PICTURE of Jubilation flashes up on the screen.

ANNOUNCER (O.S.)

-- suspected to be a mutant, despite her age.

Jubilation turns away from the screen. She cannot speak.

XAVIER

(gently)

You can stay with us as long as you wish.

(to Logan)

You both can.

Jubilation looks to Storm. Once again, as she did in the mall, Storm holds out her hand -- and this time, Jubilation TAKES IT, curling into Storm's arms without a sound.

Storm glances at Logan over J.'s bowed head. The loner in him surfaces -- he looks away.

LOGAN

Look, I'm sorry about -- everything.
But I'm leaving.

Xavier turns to Logan, speaking quietly.

XAVIER

Stay until morning, Logan. So she will know you are here.

Logan looks torn. He can't, he won't get involved with these people and their problems -- but one night can't hurt.

LOGAN

Until morning. And then I'm gone.

Xavier nods. As he looks away, out of Logan's sight, we see a GLINT OF SATISFACTION in Xavier's eyes -- as if he has put some plan into action.

CUT TO:

INT. MAGNUS' OFFICE - DAY

Magnus sits at his desk. His office is furnished entirely in METAL: desk, chairs, even the artwork.

A dull, gleaming sheen seems to hang in the air.

The door FLIES open and Senator Grant BURSTS in, his clothing torn and singed. He SLAMS his fists down on Magnus' desk.

SENATOR GRANT

I want an explanation, Magnus --
now!

MAGNUS

(calm, unfazed)

Senator. I've been expecting you.

SENATOR GRANT

What am I supposed to tell the FOH?
That your little ubermutant -- which
they helped fund, let me remind you --
accidentally eviscerated their men?

He paces the floor in a frenzy of anger.

SENATOR GRANT

I've gotten you everything you asked.
I've spent taxpayers' money to build a
huge facility to your exact
specifications. I've gotten you every
scientist you wanted, provided you
with hundreds of workers.

(beat)

I've done all this because you
promised me the Legacy mutagen -- and
instead, I get this bloodbath!

MAGNUS

(quietly)

The Legacy is complete.

Grant stops in mid-rant, double-takes.

SENATOR GRANT

What? What do you mean?

MAGNUS

What I said. I have created a compound that differentiates between human and mutant physiologies. Those exposed to it are mutated into drones, sub-intelligent, suggestible -- to all intents and purposes, slaves.

Grant has forgotten his anger; he is greedily excited.

SENATOR GRANT

A race of mutant slaves.

MAGNUS

(a touch of sarcasm)

Just in time for Independence Day.

Behind Magnus' desk, A HIDDEN DOOR slides open with a whisper of well-oiled metal. FIVE MUTANTS move from the doorway, flanking Magnus with practiced precision.

MAGNUS

The Legacy mutagen alone won't be enough.

We know SABRETOOTH, clearly the leader of the group;

PYRO, skeletally skinny, an orange TANK strapped to his back;

BLOB, immensely fat, his blubber seems somehow inhumanly solid. His face is simple like a child's.

SCARLET WITCH, a stunning beauty in satanic red; and

MYSTIQUE, a lithe woman with auburn hair and bluish skin.

SENATOR GRANT

What is this? You tell me you have the mutagen, and you bring me these freaks?

MAGNUS

(bland)

These are not your ordinary freaks.

With a deafening ROAR, Sabretooth LEAPS for Grant. Grant lets out a startled SHRIEK as he scrambles backwards -- Sabretooth JUMPS OVER Grant's head, landing behind him, cutting him off.

SENATOR GRANT

Sound the alarm, for God's sake!

Magnus smiles, continues chatting conversationally.

MAGNUS

As I was saying. There will be resistance to the new order --

Pyro points -- FIRE spurts from his hands, fed by his tank, INCINERATING the spot where Grant would have been standing --
 -- except that Grant now FLOATS above the floor, suspended by SCARLET WITCH. Her eyes GLOW RED with psionic energy.

MAGNUS

-- so I used your generous funds to
 create a strike team.

Scarlet Witch's eyes BLAZE -- she HURLS Grant into
 BLOB'S CHEST

where he lands with a muffled WHOOMP, as if into an airbag of Jello. The Blob doesn't even seem to feel the impact.

Grant FALLS BACK from Blob's chest -- and Blob CATCHES HIM.

SABRETOOTH

Blob, don't catch him!

BLOB

(sheepish)

Sorry.

Blob DROPS Grant -- who is caught by HIMSELF.

Grant is staring up into HIS OWN FACE. The twin GRINS at him evilly, speaking in Grant's voice --

GRANT TWIN

Anyone can be replaced.

With a cackling LAUGH, the Grant Twin morphs back into MYSTIQUE -- who is a shape-shifter.

MAGNUS (O.S.)

Stand down!

The mutants SNAP to attention, springing back into line. Magnus turns to the disheveled, shaking Grant.

MAGNUS

Let me introduce -- The Brotherhood.
 With them, I can guarantee total
subjugation. And they require no
 operators -- they have no implants.
 They follow me willingly.

(beat)

I am their savior.

Grant whips his GUN out, points it at Magnus, who sighs.

SENATOR GRANT

I'm taking command of the Legacy
 Project. You're out of control,
 Doctor, and I'm pulling the plug.

MAGNUS

Funny, I was just thinking the same thing about you.

Magnus closes his eyes. He lifts one hand --

-- and Grant's gun SPRINGS from his hand, FLYING through the air to land in Magnus' grasp.

Magnus opens his eyes.

MAGNUS

I want you to know, Grant -- your noble dream will be realized. The Legacy mutagen will be released on Independence Day.

A sudden faint RATTLING shakes the room -- all the metal objects begin VIBRATING madly. Grant looks around, panicked. Sabretooth GRINS at him.

MAGNUS

But it won't be the mutants who become slaves.

A RAIN of metal objects rise around the room -- SAILING through the air to SLAM into Grant.

MAGNUS

I am the master of magnetism. Do you know what that means, human worm?

Grant stumbles in the HAIL of metal.

MAGNUS

I am homo superior!

Magnus stands surrounded by a wild WHIRLPOOL of swirling metal objects. Grant looks at him in horrified disbelief.

SENATOR GRANT

You're a mutant --

A letter opener RISES from Magnus' desk -- and FLIES through the air, IMPALING Grant THROUGH THE THROAT.

Magnus kneels down beside the dying man.

MAGNUS

I am Magneto.

CUT TO:

EXT. X-MANSION - NEXT DAY

The X-Mansion stands serene in the bright sunlight.

INT. X-MANSION UNDERGROUND COMPLEX - COMMAND CENTER - DAY

Logan enters the command center. Xavier and Jubilation are across the room, ARGUING in front of the OBSERVATION WINDOW.

JUBILATION

Why not? What do you expect me to do around here all day?

(faltering)

Look, I've lost -- everything. All I want is a chance to fight back --

XAVIER

(gently)

You're too young, Jubilation.

They both turn, hearing Logan enter.

JUBILATION

(to Logan)

Tell him I could be an X-Man!

LOGAN

(with respect)

You'll be whatever you decide to be, kid. And no one's gonna stop you.

(gruff, embarrassed)

I just came to say goodbye.

Jubilation says nothing; Xavier's expression is unreadable.

XAVIER

Then go.

Xavier turns abruptly to the window, his back to Logan.

XAVIER

We have work to do here.

Suddenly, something EXPLODES on the other side of the observation window with a muffled WHUMP!, painting the glass bright ORANGE. Xavier is a dark silhouette against the window.

Logan takes a startled step forward -- the explosion FADES -- leaving Xavier untouched, protected by the reinforced glass.

LOGAN

What the hell was that?

An OPTIC BLAST slams into the glass -- Xavier doesn't move, continues looking at whatever is below the observation window.

XAVIER

(indifferently)

Nothing that would interest you.

A muffled CRASH from below. Logan's curiosity is just too strong -- he moves to the window, looking down to see

THE DANGER ROOM.

Next to him, Xavier SMILES faintly. The bait has been taken.

INT. DANGER ROOM - DAY (CONTINUOUS)

Riveted walls rise up to an impossibly high ceiling. Chaotic ledges and outcroppings create a treacherous, uneven surface on the floor and walls. A variety of ROBOTIC MACHINES and LASER-SIGHTED GUNS are scattered throughout the room.

THE X-MEN

are warming up. Gambit, throwing cards, glances up the observation window -- and spots Logan.

GAMBIT

We have an audience, mes braves.

STORM

(irritated)

Come to watch the "Dudley Do-Right mutants" play our little games.

Cyclops looks up at the window -- he practically BRISTLES.

CYCLOPS

All right, people. Let's show Fang the Wonderboy some real fighting.

Cyclops looks up, speaks TO THE ROOM:

CYCLOPS

Danger Room -- begin.

The Danger Room suddenly COMES ALIVE, turning into a deadly gauntlet around the X-Men.

The X-Men move in an intricate dance of attack and counter-attack -- OPTIC BLASTS fly; playing cards EXPLODE; wind RAGES; Beast BOUNDS in a blur of blue fur.

Welcome to combat training.

INT. COMMAND CENTER - DAY

Almost unconsciously, Logan slips into analytical mode, evaluating the combat with a measuring eye.

XAVIER

I brought them here from all over the world -- mutants whose powerful abilities made them outcasts, hunted and feared. I hoped to teach them to harness their powers for eace.

A LASER BLAST rips by the glass.

LOGAN
(skeptical)
Yeah.

INT. DANGER ROOM - DAY

A spiked mace HURTLES through the air toward Gambit --

CYCLOPS
Gambit, watch out!

Gambit JUMPS nimbly aside -- sends a playing card SKIMMING after the mace -- EXPLODING it into metal shreds.

Suddenly, the FLOOR SPLITS into sections -- the sections TWIST and SHAKE violently, sending the X-Men SCRAMBLING for footing.

INT. COMMAND CENTER - DAY

Xavier's reflection in the glass overlays the frantic action below. There is something haunted in his face.

XAVIER
We have done what we had to.

INT. DANGER ROOM - DAY

Jean dodges a barrage of INCENDIARY SHELLS. Her eyes GLOW with TELEKINETIC POWER -- sparkling PSI-ENERGY flows over her, SHIELDING her as the bullets detonate harmlessly around her.

Suddenly, FLAMES burst up from the fissures in the floor --

CYCLOPS
Storm!

Storm rises above the flames on the wind -- she gestures --

STORM
I call the power of the winter sky!

The air around her ROILS, growing dark and grey -- a TORRENTIAL FALL OF SNOW avalanches down, SMOTHERING the fire -- and BLANKETING the X-Men as well.

INT. COMMAND CENTER - DAY

Logan watches the X-Men wading out from under the snow.

LOGAN
Little overkill there.

XAVIER

Surprising, actually. Usually Storm's powers are somewhat weakened indoors -- the forces that control the weather are damped by enclosure.

LOGAN

Maybe something made her mad.

Jubilation gives Logan an accusatory look.

JUBILATION

I think she's way cool.

INT. DANGER ROOM - DAY

Beast pokes through the snow in an explosion of powder.

BEAST

This has gotten entirely too serious.

He makes a COLLOSSAL SNOWBALL, and HEAVES it at Storm, hitting her SQUARE IN THE FACE. She SPUTTERS.

BEAST

I believe the phrase was "lighten up"?

Storm gives Beast a look -- then GRINS.

STORM

You first!

She grabs a handful of snow and PELTS him with it.

CYCLOPS

(to the room)

Danger Room, end program.

(to the X-Men, irritated)

Come on, people --

WHAP! -- a snowball SMASHES into Cyclops' chest.

Jean SMILES impishly, packing another snowball together -- Cyclops SIGHS -- then TACKLES her, snow FLYING around them.

Suddenly the air is filled with SNOWBALLS as the X-Men abandon their drill, shouting and LAUGHING as they play in the drifts.

INT. COMMAND CENTER - DAY

Logan shakes his head.

LOGAN

(dismissive)

They don't take it very seriously.

XAVIER

They have little enough time for
laughter in these dark days. There's
no harm in it.

LOGAN

Until you meet an enemy who doesn't
play patty-cake.

XAVIER

(a challenge, baiting)
Can you do better?

Logan looks down at the group frolicking in the snow. For a moment, his face betrays him: his hunger to belong warring against the macho need to prove himself. Macho wins.

LOGAN

Sure couldn't do worse.

INT. DANGER ROOM - DAY

The X-Men collapse, laughing and exhausted, onto the snow. Jean touches Cyclops' visor lightly, her voice pitched low.

JEAN

Someday, I'll see your open eyes. No
visor, no glasses -- just you.

Cyclops puts his hand over hers, at once gentle and sad. The bond between them is powerfully apparent.

The high doors of the Danger Room SLIDE open -- Logan stands framed in the doorway.

LOGAN

Can I play?

Cyclops looks Logan up and down. This is his turf.

CYCLOPS

Knock yourself out.

Cyclops strides out, the X-Men behind him. Storm meets Logan's eyes for a moment as she passes -- then the doors CLANG shut.

The snow is already MELTING, sinking into the floor as the Danger Room cleans and resets itself for another session. Logan looks coolly around him, waiting.

INT. COMMAND CENTER - DAY

Jubilation watches anxiously as Xavier types in commands.

JUBILATION

Um, look, I think this might not be such a good idea.

XAVIER

I won't allow him to be hurt.

JUBILATION

I'm not worried about him.

INT. DANGER ROOM - DAY

Machinery HUMS. Logan tenses, drops into a fighting crouch --

-- and the Danger Room COMES ALIVE with firepower and weaponry. Gunfire RATTLES from a dozen directions -- Logan SPRINGS sideways -- bullets RIP the floor.

He LEAPS for a gun -- and with a single swipe of his claws, GOUGES it into scrap metal.

THE FLOOR

begins to shudder, BREAKING APART -- Logan leaps over the fissures light as a cat.

Logan SPRINTS over the treacherous floor, dodging bullets, moving with uncanny precision from one gun to the next -- SLASHING them into clattering, dead machinery.

INT. COMMAND CENTER - DAY

The X-Men watch, flabbergasted, as Logan TRASHES the Danger Room with deadly efficiency. Xavier alone does not seem concerned -- only interested.

Jubilation gives Xavier an "I-told-you-so" look.

JUBILATION

Do you have, like, insurance or something?

INT. DANGER ROOM - DAY

A MACHINE GUN, high on a ledge, rains down EXPLODING ROUNDS -- a LASER BEAM rakes by Logan. He whirls, glances up, sees

THE LASER GUN

mounted high on the opposite wall. Logan is trapped between the only remaining two guns.

At that moment, a DOUBLE BLADED AXE, suspended from the ceiling, comes HURTLING toward him. Logan JUMPS sideways -- SLAMS his claws into the BLADE -- and HANGS ON.

The blade SWINGS up, taking Logan with it -- straight between the two guns.

Both guns SWIVEL smoothly, LOCKING onto Logan -- he LETS GO of the blade, somersaulting down --

-- as the two guns BLAZE, IMMOLATING each other in crossfire.

Logan lands on his feet on the floor, shattered machinery scattered around him. He looks up at the window defiantly.

INT. COMMAND CENTER - DAY

Xavier pushes the intercom button.

XAVIER

I think that's enough. You've made your point.

He switches off the intercom, turns to the X-Men.

XAVIER

And I have seen what I needed to see.

BEAST

(grudging)

He's good.

STORM

He is power without discipline. There is nothing good about that.

INT. DANGER ROOM - DAY

Xavier and the X-Men enter the Danger Room. Logan stands, breathing hard, drenched in sweat.

LOGAN

Sorry about the Romper Room, guys.

The X-Men walk through the wreckage, surveying the damage. Beast picks up a piece of shredded metal.

BEAST

Uncanny.

GAMBIT

Unholy, more like.

Xavier glides over to Logan.

LOGAN

Guess I got a little carried away.

XAVIER

(shrugs)

I suspected you would damage the room.
It was necessary for the test to be accurate.

Logan looks at him sharply.

LOGAN

Test?

XAVIER

I had to see what you could do.

(beat)

We need your strength and skill.
Logan, I want you to join us, to fight with us -- as an X-Man.

This is news to the X-Men.

LOGAN

What?

CYCLOPS

What?

LOGAN

(angrily)

Treat me like a guinea pig and then offer me a job. Real big-hearted, Prof. No thanks.

Logan UNSHEATHES his claws.

LOGAN

You want to know what I can do? Next time, try asking.

He strides out, SLASHING a teetering gun aside on his way -- it CRASHES to the floor. Jubilation tugs on Xavier's sleeve.

JUBILATION

I could be an X-Man.

INT. X MANSION - LOGAN'S ROOM - DAY

Logan's room is in the above-ground of the X Mansion, all woodsy prep-school, in keeping with the Xavier's School cover.

Logan steps out of the shower, toweling himself dry -- and the towel SNAGS on the metal casings at his knuckles.

Logan sits on the edge of the bed. He examines his hand, as if seeing it for the first time. He slowly SLIDES HIS CLAWS in and out, studying them with a kind of horrified fascination.

The sound is quiet, rythmic -- SNIKT, SNAPT; SNIKT, SNAPT...
The door opens. Xavier glides into the room.

XAVIER

I have come to offer you something --
and to ask you something.

Logan doesn't look up.

LOGAN

Find another lab rat. I'm busy.

XAVIER

I am a telepath, a very powerful one.
Lately, I have sensed a power unlike
any the X-Men have encountered
before -- a dark figure, hungering for
the ruin of human and mutant alike.

(beat)

The struggle ahead will be the most
difficult we have ever faced.

LOGAN

I don't see what that has to do --

XAVIER

You have been touched by this
darkness, Logan.

Logan gives him a disgusted look. He's not buying any.

LOGAN

And just how would you know that?

Xavier looks embarrassed.

XAVIER

My telepathic powers are enhanced by
physical contact -- sometimes beyond
my ability to control. We touched in
the course of your medical treatment.

LOGAN

(growing angry)

Are you telling me you poked around in
my brain?

XAVIER

Not intentionally. We were in contact
for only a moment -- I pulled away at
once. But the sheer evil power of
what was done to you, Logan -- it
washed over me like a wave. And in
that instant of contact, I felt him.

Logan looks away, disgusted, and doesn't bother to answer.

XAVIER

Whoever made you what you are -- took your memories, fused metal to your bones -- he is the enemy I have sensed, the one we must fight. I felt his dark power on you still.

(beat)

I believe that somewhere within your memories, you hold the key to his identity -- and his plans.

Logan is finally stung to speech.

LOGAN

Memories? Keep up, bub -- I don't even know my shoe size. I don't have any damned memories!

XAVIER

Not conscious ones. But even buried memories can be reached, using a psi-link.

(beat)

I can give you back your identity.

There is a glimmer of unwilling hope in Logan's eyes.

LOGAN

So what is this -- psi-thing?

XAVIER

"Psi-link". I can use my telepathic abilities to join our minds. Our combined strength might give you the power to tear down the blocks that keep your memories hidden.

LOGAN

And you just now remembered this -- right when you decide to recruit me.

XAVIER

(sharply)

I had to watch you first -- to know if you could fight as well as heal. The psi-link takes great strength.

(beat)

It requires that you open the deepest places in your mind to another person, tear open all you hold most private and inviolate. It is painful -- and dangerous.

LOGAN

What do you mean, "dangerous"? I'm gonna be inside my own head.

XAVIER

That which you experience in the psi-link, your body will believe is real. If you are injured, you will emerge with bruises and broken bones. If you die in the link -- you never emerge at all.

(beat)

The mind is full of monsters. In the psi-link, they all become real.

Logan takes a deep breath -- and we sense that he will do anything, face anything, to find out who he is.

LOGAN

So what's your offer?

XAVIER

Stay with us. Fight for the X-Men, until this enemy is defeated. And recover your past in return.

Logan turns away, catches sight of his reflection in the mirror. He looks at himself as if watching a stranger.

LOGAN

I don't have a lot of choice.

(beat)

All right. I'm in -- until I get my memories back. All right?

XAVIER

Understood.

(turning to go)

I must prepare -- we will begin tomorrow. Try to get some rest.

EXT. POOL HALL/BAR - NIGHT

A pool bar on a busy street. MUSIC and LAUGHTER drift out into the street; warm light shines from the windows into the night.

INT. POOL HALL/BAR - NIGHT

A crowded, noisy pool bar. So much for resting. The X-Men, wearing civvies, are relaxing.

Jean, Cyclops (in red glasses) and Jubilation sit at a booth, watching Logan and Storm play pool. At the dartboard, Gambit flirts with a giggly BLONDE.

IN THE BOOTH

Jubilation turns away from watching the pool game.

JUBILATION

I wish Beast could have come.

JEAN

He doesn't exactly blend in.

Thinking about the outcast status of mutants, J. is feeling a little pensive, and her voice shows it.

JUBILATION

I guess he gets kinda lonely, huh?

JEAN

(sighing)

Don't we all.

AT THE POOL TABLE

Storm and Logan play an intense game of eight-ball.

LOGAN

So what prep school did that do-gooder attitude come from? Probably the same place as the accent. Very classy.

Storm gives him a dark look, says nothing.

LOGAN

Look, Princess, I know money when I see it --

Storm turns without a word and stalks off to the bar. Logan walks over to the booth, looks after Storm.

LOGAN

What's with her?

JEAN

Don't call her princess.

LOGAN

Why not?

JEAN

She is one.

JUBILATION

(awed)

No kidding, really?

LOGAN

(doesn't believe it)

She's a princess.

CYCLOPS

(condescending)

They do have those in Africa.

LOGAN

But why --

Storm comes up behind him, her voice low so that it won't carry beyond the booth.

STORM

Why am I not home, with my own people? Because they're all dead -- wiped out when I was a child. I'm the last. I grew up barefoot and alone in the jungle; I survived to carve out a home for myself before Xavier ever recruited me, and I have never been to prep school. Satisfied?

(beat)

You need to know anything about me, you ask me. And don't call me Princess again.

Logan is as close as he can come to apologetic.

LOGAN

I didn't know.

CYCLOPS

I think that's her point.

Jean touches Cyclops' arm, points across the bar.

JEAN

Guys. I think we have a problem.

AT THE DARTBOARD

an obnoxious BAR TOUGH has draped an arm over the Blonde.

BAR TOUGH

Let me buy you a drink, doll.

The Blonde pushes him off. Gambit steps between them.

GAMBIT

The lady isn't interested.

The Tough smiles -- and PUNCHES Gambit, sending him sprawling into a wall. The Tough's MACHO FRIENDS laugh -- he PULLS the Blonde toward their table. Gambit jumps to his feet.

CYCLOPS

(yelling)

Gambit, don't --

THWAP! A DART skims by the Tough's head, BRUSHING his hair, sinks into the wall behind him -- and BURSTS into flames.

The Blonde jumps into Gambit's arms. The Bar Tough looks at the flaming dart -- then back to Gambit --

BAR TOUGH
You're a mutie!

The Macho Friends quickly STAND, overturning their table, looking mean. The Blonde pulls away from Gambit, disgusted.

BLONDE
Oh my God! Get your hands off me, freak!

Gambit lets her go, his expression deeply hurt. The Tough LUNGES for him -- and Gambit's hurt quickly transforms into ANGER. He DUCKS the Tough's punch, comes up SWINGING --

-- and Cyclops GRABS him, as the X-Men step between Gambit and the Macho Friends.

CYCLOPS
There's nothing to fight about here.

BAR TOUGH
That mutie genejoke tried to kill me!

Gambit furiously tries to get loose, reaching for the Tough.

GAMBIT
Gambit don't try to kill nobody!

Logan's claws SNIKT out.

LOGAN
You got a problem with mutants?

CYCLOPS
Logan, no! This is not what we do --

MACHO FRIEND #1
(horrified)
They're all muties!

The Bar Tough and his friends move in, ready to fight --

-- and THE BARTENDER jumps in between the two groups, packing a SHOTGUN. He PUMPS the gun, pointing it at the Bar Tough.

BARTENDER
Fun's over, boys. Back off.
(beat)
Go on -- get out!

MUTTERING angrily, the men back through the door out into the street. The Bar Tough stands in the doorway.

BAR TOUGH
(to the Bartender)
We won't forget you -- mutie-lover.

He BOLTS out into the darkness. Cyclops turns to the bartender, holds out his hand.

CYCLOPS

Thanks. We --

BARTENDER

(cutting him off)

You finish your drinks and get out of here.

(beat)

Look, son, I'm sorry. But I can't afford trouble. And that's what you people are.

The X-Men look around the bar -- everyone is STARING at them, at once curious and hostile, as if they were circus freaks --
-- branding them as OUTCASTS with their eyes.

EXT. POOL HALL - NIGHT

The X-Men walk out into the street. Cyclops GLARES back at the pool hall, angry and frustrated.

JEAN

Forget it. They're assholes.

CYCLOPS

Yeah.

(frustrated)

But you know, part of me wishes that we could just walk in there and play pool with them -- with anyone we wanted. Like everybody else.

The X-Men nod in silent agreement. Logan shakes his head, mystified by all this altruism.

LOGAN

I don't get it. We could tear that bar apart -- if we want to play pool, nobody can stop us.

STORM

When we fight, it's for a reason.

Storm's passion for the X-Men's cause fills her voice.

STORM

Xavier has given us a purpose, a dream -- a coexistent world. And little by little, we will make this world better -- if not for us, for our children, or our children's children.

LOGAN

And until then we can't get a beer.

JUBILATION

That kind of sucks.

GAMBIT

(sighing)

Yes, cherie, it does.

Jean touches Gambit's shoulder supportively. He gives her a plaintive look, for once letting his suave exterior slip.

GAMBIT

(re: the Blonde)

First she likes me, then someone say I am a mutant -- and she hates me.

(beat)

I am the same man.

JEAN

I know.

INT. X MANSION UNDERGROUND COMPLEX - MEDICAL LAB - NIGHT

Logan looks decidedly nervous. Xavier places one hand at Logan's temple, the fingers lightly touching his skin.

XAVIER

All right. Try to clear your mind.

Logan sits very still, his breathing almost imperceptible. Xavier's eyes GLOW WHITE -- a pale, sparkling ENERGY appears at his forehead, radiating out toward Logan.

EXT. LOGAN'S DREAMSCAPE - SNOWSWEPT MOUNTAINSIDE - NIGHT

Logan lies SHIVERING on rocky ground, curled in on himself as snow falls pale and crystal around him. He opens his eyes. ROCKS are piled around him, buried by the falling snow. Logan rests his hand on one, pulls himself up --

-- and the rock rolls limply to the ground, exposing itself as a DEAD BODY. The face is marked with SLASHES.

The WIND RISES with a shrieking wail, WHIRLING snow away from the piled masses around him, revealing them to be

PILES OF BODIES

sprawled against each other -- each one MARKED WITH SLASHES. The wind gusts wildly as Logan stands alone among the dead.

LOGAN

No... I didn't... I don't even know these men --

Carried by the wind, MAGNUS' VOICE whispers all around him:

MAGNUS
You killed them for me, Wolverine.
You are my animal. My weapon.
Mine.

LOGAN
NO!

And Logan starts to RUN.

The wind WHIPS at his body as he flees through the snow-covered forest, Magnus' LAUGH echoing in his ears.

MAGNUS
Killer! Animal...

A LONG SHADOW suddenly falls across his path -- Logan hesitates -- and Sabretooth's guttural voice GROWLS out:

SABRETOOTH
I'm coming for you, boy --

With unspeakable speed, the shadow DARTS toward him. A taloned hand SLASHES at him -- once, twice -- GASHING Logan.

Logan VEERS sideways and keeps RUNNING -- the shadowy figure calls out after him. Logan never sees Sabretooth's face.

SABRETOOTH
We're coming for them all!

The trees grow thicker and thicker -- Logan plunges through the forest, SLASHING his way through the twisted branches --

FEMALE VOICE (O.S)
Logan! This way!

-- and the trees open into a PATH, impenetrable forest on both sides marking a CORRIDOR through the moonlit snow.

Logan POUNDS down the path -- the trees seem to FUSE together, the snowy ground HARDENS --

-- and he is running down a brightly-lit HALLWAY. Ahead, huge glass and metal DOUBLE DOORS loom, sparkling in the shadows.

Logan bursts through the doors --

-- into a BRIGHT CIRCULAR ROOM, full of light, noise, and music. A THRONG of people, laughing and talking, are CIRCLING the center of the room in a slow, swirling movement.

No one seems to notice Logan as he pushes through
TO THE CENTER OF THE ROOM

where a NATIVE AMERICAN WOMAN kneels on the floor. Her long black hair is plaited down her back; her smooth brown skin glows with quiet beauty. Her eyes are downcast.

LOGAN
(sudden recognition)
I -- I know you.

NATIVE AMERICAN WOMAN
(simply)
You knew me.

LOGAN
Silver Fox. Your name is Silver Fox.

She LOOKS UP -- Logan GASPS.

CLOSE ON HER EYES

which are SOLID BLACK, without white or iris, glossy and terrifying.

A single TRICKLE OF BLOOD, like a scarlet tear, runs down from the corner of one eye.

SILVER FOX
Starting at this place -- he will
loose his Legacy on the world, my
love. You must stop him.

She reaches out for him -- Logan stretches out his hand --

-- and we RISE UP, looking down on the two of them from above.
We see what the crowd is circling around:

A mosaic of THE EARTH, encircled with blue; Silver Fox sits in the middle of the symbol, humanity swirling around her, her arm outstretched to Logan as they STRAIN to touch each other --

CUT TO:

INT. MEDICAL LAB - NIGHT

Logan's eyes SNAP open; he is covered in sweat. The GASHES Sabretooth gave him are bleeding at his forehead and chest.

Xavier has identical slashes -- he is pale, breathing hard.

LOGAN
(trying to joke)
What happened to you?

XAVIER
We are bonded in the link -- what happens to you, happens to me.
(wry)
But I do not heal so quickly.

LOGAN

Wait a minute -- you said I could die
in there. If I did...

XAVIER

Then I would die as well.

Logan looks at him, amazed that Xavier is taking this risk for
him -- then looks away, unwilling to acknowledge his feelings.

XAVIER

(urgent)

Logan, the voice in the woods -- was
that him?

Logan suddenly seems to harden -- thinking that Xavier isn't
doing this for him at all.

LOGAN

(utter certainty)

It was him.

Xavier shakes his head, banishing some unspoken thought.

XAVIER

The symbol of the encircled earth:
it's the logo of the Conference for
Coexistence. That's where he's
going -- and that's where we'll stop
him. Whoever he is.

Logan is still caught in the shattering meaning of his vision.

LOGAN

He made me into a murderer.

Xavier gives him a look of compassion. He won't lie.

XAVIER

Yes.

LOGAN

He called me "Wolverine" -- his
weapon.

(grim)

Let's see how he likes the weapon when
it's coming after him.

Logan strides out. Xavier is alone, his expression troubled.

XAVIER

(to himself)

It can't be him.

INT. X MANSION UNDERGROUND COMPLEX - ARMORY - NIGHT

The armory. Suits of BODY ARMOR stand in cases lining the walls, along with communication equipment and survival gear.

Storm types into a computer keyboard. Instead of a monitor, the computer has only a flat METAL DISK set into the tabletop. Logan stands behind her, looking around as she types.

STORM

You put your height, weight,
measurements and combat requirements
into the computer --

LOGAN

(interrupting)

This is an armory? Where are all the
weapons?

Storm gives him a withering look.

STORM

We are the weapons.

She turns back to the computer.

STORM

Like I said, you enter all that, and
then it gives you a prototype --

On the metal disk, a HOLOGRAM appears -- the computer's image
of the BODY ARMOR it will create for Logan.

STORM

-- and you can make whatever
modifications you like.

LOGAN

Can we adjust the mask?

STORM

Sure. What do you want?

LOGAN

Something more like -- like a
wolverine.

Storm gives him an odd look, but types in the commands. The
mask CHANGES, stretching out to emulate the sharp-eared face of
that fiercest of animals: the wolverine.

Logan watches as the hologram turns slowly in front of him,
displaying the body armor --

-- showing him his new identity.

INT. ARMORY - NIGHT

Logan pulls on his boots.
 Fastens the overlapping greaves at his legs.
 Fits the customized gloves over his knuckles.
 Puts on his mask.
 Fastens the belt at his waist -- with the X symbol.

PULL BACK TO REVEAL

Logan in his body armor -- transformed into

WOLVERINE.

INT. X MANSION HANGAR - NIGHT

Wolverine enters the hangar. The X-Men are boarding the Blackbird. Cyclops steps in front of Wolverine, blocking him.

CYCLOPS

So you know: this is Xavier's idea,
 not mine. I don't want you here --

WOLVERINE

Glad we can agree on one thing.

CYCLOPS

-- but let's get this straight: I'm
 the team leader. As long as you're
 with us, you take orders from me.

Wolverine gives him a patronizing pat on the back.

WOLVERINE

Just point me toward the action,
 Cyke -- I promise you can mop up.

He vaults lightly into the ship without a backward glance.

INT. BLACKBIRD - NIGHT

Jean (pilot) and Beast (co-pilot) move efficiently through the pre-flight checklist. On communications, Gambit flicks on a monitor and Xavier appears, Jubilation over his shoulder.

XAVIER

(on monitor)

We're in position.

GAMBIT

On our way, Professor.

XAVIER

I'll begin psi-transmission as soon as
 you're within range. Godspeed.

JEAN

I'll see what I can do.

The X-Men quickly buckle into their seats. Wolverine watches them, his expression disdainful -- what a bunch of candy-asses.

CYCLOPS

Put on your seatbelt.

WOLVERINE

I'll take my chances with the airbag, thanks.

CYCLOPS

Suit yourself.

Jean SLAMS the throttle forward -- the Blackbird SHOOTs toward the SOLID WALL at the end of the hanger -- the wall LOOMS --

-- SLIDES OPEN in an eyeblink -- and the Blackbird SHOOTs OUT into the deep night sky, banking almost STRAIGHT UP.

Wolverine is THROWN out of his seat by the wild acceleration. He GLARES at Cyclops.

JEAN

I love doing that.

EXT. CITY STREET - NIGHT

O.S. cars, voices, the low constant THRUM of city life. CLOSE ON Xavier's monitor being switched off --

PULL BACK as Xavier slides a camouflaging cover over the tiny monitor embedded in the armrest. Jubilation stands behind him.

XAVIER

Let's go.

Jubilation pushes Xavier -- now in an ordinary wheelchair -- across the street toward

THE METROPOLITAN HOTEL

a beautiful and prestigious building, rising gracefully into the skyline. Banners drape the lobby entrance:

1ST ANNUAL CONFERENCE FOR COEXISTENCE

The banners carry the EARTH SYMBOL from Logan's dream.

INT. METROPOLITAN HOTEL - NIGHT

Jubilation and Xavier navigate the crowded lobby. A delegation of FOH GREYSHIRTS are demonstrating against the conference, shouting HATE SLOGANS and handing out pamphlets.

Xavier seems preoccupied. A white GLEAM plays over his eyes.

JUBILATION
(low, dramatic)
Are you reading minds?

XAVIER
Not exactly. I am scanning for
thought patterns...

He falls silent. Jubilation watches impatiently.

JUBILATION
So, like, how many brains can you pick
at once?

XAVIER
(sighs, exasperated)
None, unless I can concentrate. I
should have left you at the mansion.

JUBILATION
Wouldn't have mattered -- I was just
gonna stow away on the plane --

XAVIER
I know.

Jubilation gives him a startled look -- did he read her mind?

INT. BLACKBIRD COCKPIT - NIGHT

Beast has taken over piloting the Blackbird. Jean stares
absently, her expression vacant like Xavier's, eyes GLOWING.

JEAN
Contact established.

CYCLOPS
What have you got?

JEAN
Some FOH'ers, braindead as usual.
Otherwise, nothing unusual for a lot
of scientists in one place. Abstract
thought, intellectual debate.

WOLVERINE
Wait a minute -- these people are just
a crowd of scientists?

BEAST
(a little miffed)
The conference is a gathering for the
foremost researchers on mutagenic
factors in the world.
(MORE)

BEAST (cont'd)
They are brilliant men who have
committed themselves to the cause of
peace.

Wolverine isn't impressed.

WOLVERINE
Who's gonna attack a bunch of guys
wearing pocket protectors?

STORM
(irritated)
Just because they don't go around
ripping things up doesn't mean they
aren't dangerous.

BEAST
Men of peace are very dangerous to
those who hunger for war.

INT. METROPOLITAN HOTEL - GLASS ELEVATOR - NIGHT

Jubilation and Xavier ascend in a glass-enclosed elevator up
through the center of the hotel -- to the ROOFTOP BALLROOM.

INT. ROOFTOP BALLROOM - NIGHT

The double doors to the ballroom are glass, inlaid with a
filigree of silvery metal. They swing shut behind them.

JUBILATION
Whoa.

The ballroom perches like a sparkling circular jewel atop the
hotel. The curved walls are burnished wood, with doors spaced
along the perimeter.

The night sky glitters through the high GLASS CEILING,
supported by steel beams interlaced overhead.

COLUMNS are interspaced throughout the room; a giant
CHANDELIER hangs from the metal framework of the ceiling.

The crowd is elegant, attired in tuxedos and gowns. Scientists
mingle with celebrities and politicians -- all here to support
coexistence. Flashbulbs POP everywhere.

Xavier suddenly STIFFENS. His eyes seem clouded, distant.

XAVIER
(soft)
He's here.

THREE SCIENTISTS stand ONSTAGE in the harsh glare of television
lights. NEWS CREWS cluster around the stage.

SCIENTIST #2

Tax dollars are going toward
biological weapons for use against
mutants -- and these secretly funded
projects involve dangerous mutagens.

SCIENTIST #1

We have to stop this kind of research.
We can live in peace together --

A voice REVERBERATES through the crowded ballroom.

MAGNETO (O.S.)

I think not.

Around the ballroom perimeter, four doors CRASH open --

THE FIRST DOOR bursts into FLAMES -- and Pyro JUMPS through
the blazing wreckage;

THE SECOND DOOR falls inward with a deafening THUD -- Blob
waddles in, his footsteps making the floor TREMBLE;

THE THIRD DOOR explodes in a terrifying burst of psi-force,
revealing Scarlet Witch, eyes blazing red, with Mystique;

THE FOURTH DOOR shatters, as Sabretooth tears his way through
the wood with raging, taloned hands.

CUT TO:

INT. BLACKBIRD - NIGHT

Jean JERKS in her seat -- and she grabs the throttle.

CYCLOPS

Jean! What --

JEAN

He's going to kill them all.

The Blackbird DIVES through the clouds, headed STRAIGHT DOWN.

INT. ROOFTOP BALLROOM - NIGHT

The glass-and-metal DOUBLE DOORS of the ballroom begin
VIBRATING madly, blue SPARKS jumping along the metal tracery --
-- and the doors SHATTER, sending glass and metal FLYING.

MAGNETO

stands in the ruined door. He wears body armor, cape and MASK
of DEEP SCARLET; blue sparks of ELECTRICITY dance over him.

MAGNETO

The time for peace is long past.

THE NEWS CREWS quickly train their cameras on Magneto.

MAGNETO

I have a message for humanity. You have burned our homes, slaughtered our families, taken our lives. No more.

(beat)

You will now live as mutants have: in everpresent terror -- until there is not a single human left.

SCIENTIST #2

But we're trying to help mutants --

MAGNETO

We do not want your "help". Your kind has declared war on us.

Magneto raises his hands -- they CRACKLE with magnetic power.

MAGNETO

It's payback time.

Xavier pushes his way through to the foot of the stage. Magneto looks down, and the two men face each other --

XAVIER

(amazed)

Magnus. I thought you were --

MAGNETO

Dead? The man you knew is dead. I am Magneto, now.

Sparkling blue magnetic energy BUILDS around Magneto --

MAGNETO

And I am without mercy.

Suddenly, a low RUMBLING sounds from HIGH ABOVE -- it grows rapidly closer -- the crowd looks up as THE DOMED GLASS CEILING SHATTERS into a thousand sparkling shards, and

THE X-MEN

plunge down through the ceiling into the ballroom.

Magneto looks more disgusted than concerned --

MAGNETO

The X-Men. Typical.

He looks back to Xavier with dawning understanding.

MAGNETO
(an accusation)
You command the X-Men?

XAVIER
There is no need for violence here --
There is an anger beyond sanity in Magneto's voice.

MAGNETO
I lost everything to your lies once,
old man. They will never sway me
again.

Magneto glances over the room: the Brotherhood ring the walls,
with the X-Men in the center -- and the humans in between.

MAGNETO
(shouting)
My Brotherhood: kill the X-Men --
and destroy every human here.

THE BROTHERHOOD

CHARGES through the crowd of humans toward the X-Men.

Cyclops glances swiftly around the room -- he spots

THE GIANT CRYSTAL CHANDELIER

hanging crookedly from the metal framework of the ceiling.

CYCLOPS
(a command)
Scattershot!

The X-Men DROP to the floor. Flickering PSI-ENERGY flows from
Xavier on one side of the room, Jean on the other -- MELDING
together into a psi-shield protecting the humans --

-- as Cyclops FIRES an OPTIC BLAST up into the chandelier.
The crystal PRISMS the beam, breaking it into HUNDREDS of OPTIC
BLASTS, scattering in a DEADLY RAIN over the room.

All of the Brotherhood are knocked down, except for

BLOB

who GRABS one of the ornate COLUMNS -- HEAVES -- and TEARS the
column free. He HITS the chandelier, sending it CRASHING to
the floor, then SWATS at the terrified humans like ants.

THE BROTHERHOOD

struggle to their feet, continuing their ATTACK. The ballroom
is a TUMULT of SMOKE, FIRE and PSI-BOLTS --

-- which seems strangely RANDOM, bent on creating a lot of NOISE and CONFUSION to keep the X-Men occupied. Meanwhile

SABRETOOTH

moves with unerring purpose toward

THE THREE SCIENTISTS

onstage. Sabretooth reaches the stage and LEAPS, ROARING --

-- he grabs two scientists by the neck, one with each hand -- TWISTS them sharply, BREAKING their NECKS. As he drops the bodies he SPIN KICKS, SMASHING the third scientist's THROAT.

It is over in an instant. The scientists lie dead -- executed. As the last scientist falls, Sabretooth's sightline is cleared -- and across the room

SABRETOOTH SEES WOLVERINE.

His face TWISTS in bottomless HATRED. He LEAPS for him --

SABRETOOTH

The Wolverine!

WOLVERINE

You know me?

Sabretooth RAKES his talons across Wolverine's face.

SABRETOOTH

I hate you.

Wolverine SLASHES him -- and the wound HEALS instantly. Sabretooth has the same mutant healing factor as Wolverine.

SABRETOOTH

We got a whole lot in common, runt.
More than you know.

MAGNETO AND XAVIER

come face to face in the middle of the haze and confusion.

MAGNETO

(biting sarcasm)

Witness the mighty pacifist Charles
Xavier -- and his private little army!
You are a hypocrite, old man -- and
a thief!

Magneto points to Wolverine and Sabretooth.

MAGNETO

The Wolverine! I created him -- he
is mine!

Wolverine suddenly FREEZES -- hearing the sound of Magneto's voice, speaking the words of his nightmare. He WHIRLS, seeing Magneto through the smoke and confusion --

WOLVERINE

(a snarl)

It -- was -- you.

-- and LEAPS like a PANTHER after Magneto.

XAVIER

Logan, no!

MAGNETO

SOARS up into the air out of Wolverine's reach, to the domed metal framework over the ballroom --

-- and suddenly, POLICE SIRENS scream through the air.

MAGNETO

I'm afraid that's our cue to go --

Scarlet Witch's eyes BLAZE bright red -- and

A BLACK HIND ATTACK HELICOPTER

FLIES into view, HOVERING over the ruined ceiling.

MAGNETO

-- but I want to give you a little parting gift -- a taste of the future.

Magneto points his clenched fists down -- blue magnetic power RACES along the ceiling framework. Rivets POP out -- welding RIPS away -- as the entire ceiling framework becomes magnetized and begins TEARING ITSELF APART.

One by one, the massive steel beams that made up the framework begin FALLING -- onto the human crowd below.

PANDEMONIUM in the ballroom as the beams come CRASHING down --

Cyclops and Gambit fire OPTIC BLASTS and EXPLOSIONS at falling girders, sending them SPINNING out into the sky --

Jean and Xavier hurl PSI-BOLTS, sending the metal CRASHING away from the humans, into the walls --

Beast CATCHES the giant piece of metal with a GASP of effort, stopping it INCHES over several people's heads.

BEAST

Pardon me -- if you could just step to the side a bit --

The humans SCURRY out from under the beam -- Beast DROPS it with a resounding CRASH.

WOLVERINE

looks up ATOP THE CEILING FRAMEWORK where the Brotherhood is climbing into their helicopter.

Magneto stands on the shaking metal, his scarlet cape streaming behind him in the wind. He stretches his open hands out --

MAGNETO

(supremely arrogant)

Sooner or later, Wolverine -- you will come back to me.

WOLVERINE

(deadly)

No. I'll come back for you.

Wolverine JAMS his claws into the wall -- using them like PITONS to climb hand over hand up to the ceiling framework.

ON THE BALLROOM FLOOR

Cyclops turns to Jean --

CYCLOPS

The Blackbird.

Jean nods. Her eyes GLOW WHITE --

INT. BLACKBIRD COCKPIT - NIGHT

White psi-energy plays over the controls as Jean TELEKINETICALLY operates them, summoning the Blackbird --

EXT. BLACKBIRD - NIGHT

The Blackbird DESCENDS from the safety of cloud cover, headed down to the sparkling blanket of city lights below.

INT. BALLROOM - NIGHT

ON THE SHUDDERING CEILING FRAMEWORK

Wolverine races cat-like along the beams, LEAPING across the gaps as the framework DISINTEGRATES beneath him -- he closes on

MAGNETO

standing on the rapidly disjoining framework, chopper HOVERING above him -- only Sabretooth remains at Magneto's side.

WOLVERINE

Tell me who I am!

Magneto FIRES a magnetic bolt at Wolverine -- he DODGES it -- but the framework GIVES WAY beneath him and he FALLS.

Wolverine FLINGS out his arms -- a claw CATCHES on a girder. He HANGS by one hand, high over the ballroom floor -- the metal beam SHAKES precariously --

MAGNETO

You are coming with us.

(to Sabretooth)

Catch him when he falls.

Sabretooth SWINGS across the latticework of falling beams -- Magneto raises sparking fists, about to FIRE at Wolverine --

A BLAST OF WIND

CRASHES into Magneto -- lifting him off his feet, KNOCKING him back into the tangled metal of the shaking framework.

STORM

SWOOPS down to hover over Wolverine like an avenging angel.

STORM

I call the skyfire!

Thunder PEALS -- and lightning FORKS down onto

MAGNETO

who LAUGHS -- stretches out his hands -- and CATCHES the lightning. It JUMPS between his hands like a live thing.

MAGNETO

You forget, Windrider: electricity and magnetism are the same power -- and I control them both.

The lightning SPRINGS from his hands --

-- and onto Storm. Electricity RACES over her -- she PLUMMETS from the air as the voltage tears through her --

-- and Sabretooth swings out and CATCHES her.

JUBILATION

(screaming)

.. Storm!

ON THE FRAMEWORK, WOLVERINE

watches horrified as Sabretooth climbs onto the framework, holding Storm's limp form. Sabretooth looks up and LAUGHS.

Wolverine's eyes suddenly go WIDE and UNFOCUSED -- as a forgotten memory TEARS through him like wildfire.

FLASH TO LOGAN'S MEMORY

Sabretooth stands over the body of a woman -- not Storm -- SILVER FOX.

Silver Fox's throat is SLASHED, blood on her face and clothes -- Sabretooth LAUGHS over her cold, lifeless body.

BACK TO SCENE

as Wolverine's face darkens with depthless FURY -- and he descends into a BERSERKER RAGE.

As if he weighs nothing, Wolverine SWINGS up onto the framework and LAUNCHES himself at Sabretooth.

They CRASH together, twisting, clawing like fighting tigers. Wolverine's hands move almost too fast to follow as he RIPS and SLASHES at Sabretooth. Sabretooth falls back, BLEEDING --

-- and Wolverine TEARS Storm away from Sabretooth.

The remaining beams are SHAKING apart. Magneto RISES, pulling Sabretooth with him to the helicopter -- he SHOUTS over the THRUMMING rotors:

MAGNETO
THIS IS NOT OVER!

The helicopter lifts away -- the metal framework FLIES apart beneath Wolverine's feet --

-- and he FALLS, holding Storm. Wolverine TWISTS in midair, putting his own body below hers to cushion her fall --

-- and they land with THUD on the floor.

WOLVERINE
(an understatement)
Ouch.

Storm stirs on his chest, stunned, but all right.

THE BLACKBIRD

roars down through the open ceiling onto the ballroom floor --

CYCLOPS
X-Men, let's go, now, now!

The X-Men race to board their ship -- a SWARM OF POLICEMEN pours into the ballroom, weapons drawn -- and

THE BLACKBIRD

rises, jets SCREAMING, out into the night sky.

CLOSE ON a CONFERENCE BANNER as it burns -- the flames CONSUME the blue-circled earth, reducing the symbol of hope to ashes.

INT. BLACKBIRD - NIGHT

Storm is slowly getting to her feet, stunned and groggy. Jubilation stands anxiously beside her. Storm stumbles -- Wolverine puts a hand out to steady her.

WOLVERINE

Careful. It was a long fall, if you've got those old-fashioned breakable bones.

STORM

I didn't ask for your help.

WOLVERINE

(echoing her words)

Yeah, well, next time I'll just leave your sorry mutant butt behind.

Storm can't help it -- she smiles, just a little.

Cyclops strides through the cabin, passing Storm -- and SLAMMING Wolverine up against the bulkhead.

CYCLOPS

What the hell did you think you were doing down there? Who was that guy?

Wolverine gives him a calm, utterly dangerous look.

WOLVERINE

I don't know.

CYCLOPS

Well maybe you should figure it out! Your little field trip almost got Storm killed!

WOLVERINE

You want to know about Mr. Magnet? Ask our Fearless Leader -- they looked pretty damned chummy to me.

CYCLOPS

(tightening his grip)

Don't you ever say anything against the Professor --

Xavier comes wheeling in from the cockpit.

XAVIER

Scott! Stop it! Logan is right.

WOLVERINE

Now back off, pretty boy, before you get hurt.

Cyclops lets go of Logan, looks to Xavier. Xavier takes a deep breath; what he is about to say opens old wounds, long hidden.

XAVIER

Many years ago, when I knew him, his name was Eric Magnus Lehnsherr. He came to me with the power to manipulate the electromagnetic fields -- and no way to control it. He was desperate, terrified. I taught him to how to command his powers... may God forgive me.

Xavier looks off, eyes clouded with remembered pain.

XAVIER

Lehnsherr became my finest pupil. But his work for peace caused him to be suspected a mutant. The FOH burned his home -- killing his wife and infant daughter. I believed he had perished in the fire as well.

BEAST

I hate to give any credence to Logan's jock vs. geek attitude, but why would such a man attack a conference of peacemakers?

Cyclops shrugs.

CYCLOPS

It doesn't really matter. Whatever he was planning, we stopped him in his tracks.

WOLVERINE

We didn't stop him.

GAMBIT

Mon ami, you not paying attention. We saved the people, he ran away --

WOLVERINE

(scornful)

The X-Men are no match for the Brotherhood, and Mags knows it. He didn't leave because of us. Whatever he came to do, he was finished.

XAVIER

(thoughtful)

It appears Wolverine is correct. The Brotherhood launched a full-scale attack to kill three scientists. But we still do not know why.

CUT TO:

INT. WEAPON X FACILITY - CONFERENCE ROOM - DAY

A distinguished group is gathered around a long, polished conference table: UNIFORMED GENERALS, POLITICIANS, BUSINESSMEN -- all wearing the red double helix of the FOH.

This is the highest tier of the FOH, the powerful people who seek to create a nation of hate. They are restless, angrily MURMURING amongst themselves.

ICED BOTTLES OF CHAMPAGNE stand in buckets beside the table.

Senator Grant stands at one end of the table. Behind him, a NEWSCAST plays in lurid color -- a helicopter view of the WRECKED CONFERENCE.

ANNOUNCER (O.S.)

-- massive destruction. Eyewitnesses have identified the X-Men, known mutant terrorists, as the attackers. During the assault, the mutants announced their intention to take revenge on the entire human race.

The newscast cuts to MAGNETO, destruction raging behind him.

MAGNETO

-- live in fear, until there is not a single human left.

The newscast cuts to a RALLY of angry humans.

ANNOUNCER (O.S.)

Citizens are demanding a solution to the mutant crisis -- and they say they will do anything to get it.

Grant switches the screen off. The table breaks into heated discussion.

FOH LEADER

We weren't informed --

SENATOR GRANT

The creation of the Brotherhood was kept secret, yes -- but look what Dr. Magnus has accomplished with them! People are screaming for mutant blood.

POLITICIAN

But humans died --

SENATOR GRANT

(heavy irony)

Ah, yes. What a coincidence -- the only three scientists who could have created an antidote for our mutagen -- killed by mutant terrorists. Tragic.

A few low laughs at the joke.

SENATOR GRANT

They were only mutie-lovers. In death, they are finally serving humanity. Now let's get to business.

Magnus stands, looking at the avid, greedy faces around him.

MAGNUS

It was you, the brilliant minds behind the FOH, who came to me with the idea for the mutagen -- and the money to create it. I am a mere craftsman. You are the visionaries.

APPLAUSE; the leaders clearly agree that they are brilliant.

MAGNUS

It seems only just that you should be the first people to see your dream realized. The Final Solution -- our Legacy to the world --

Magnus holds up a HYPODERMIC filled with a thick red blood-viscous LIQUID.

MAGNUS

The Legacy mutagen.

Magnus nods to an aide, who brings in Sabretooth, bound with arm and leg irons, GROWLING and ferocious.

MAGNUS

To humans, it is completely harmless.

Magneto turns the needle on himself, injecting a small amount of liquid -- it has no effect.

MAGNUS

But to mutants --

Sabretooth STRUGGLES against his chains -- Magnus INJECTS him.

MAGNUS

It is utterly devastating.

The response is immediate. Sabretooth ROARS in pain, then falls to the floor and begins THRASHING wildly. His eyes roll back in his head -- he FOAMS at the mouth -- CONVULSES --

-- and LIES UTTERLY STILL. A long moment of silence, then --
SABRETOOTH RISES

his demeanor changed. His eyes are vacant, servile. He is totally docile. The Politician walks over to Sabretooth.

POLITICIAN
Lie down on the ground.

Sabretooth obediently lies on the ground. The Politician STOMPS down HARD on Sabretooth's chest, like a hunter over fallen game -- and Sabretooth doesn't react.

The table BURSTS into APPLAUSE and EXCITED TALKING.

POLITICIAN
A toast!

He grabs up a bottle of champagne, POPS the cork. CLOSE ON THE CHAMPAGNE cascading over his hand -- it is ROSE-COLORED.

The sound of CORKS POPPING fills the room, as all the bottles are opened. The Politician holds his bottle up.

POLITICIAN
To the enslavement of mutantkind! To
the natural order -- humanity!

The Politician takes a SWIG from the bottle, offers it to Magnus, who takes a long, deep drink, then lowers the bottle.

MAGNUS
To to the natural order. By all
means.

CRASH! A bottle SMASHES on the floor, dropped by one of the FOH leaders -- who DOUBLES OVER in pain. The room is filled with CRIES OF PAIN as they collapse, WRITHING and CONVULSING.

The Politician is knocked off balance, toppling down as Sabretooth stands up, grinning. He holds up his chained hands, PULLS -- SNAP! -- the metal rips apart like paper.

MAGNUS
I should have mentioned -- the Legacy
mutagen can be ingested, or even
breathed through the air. Quite a
versatile little invention.

POLITICIAN
(croaking)
Magnus -- what --

The Politician looks up -- and his eyes film over, turning COMPLETELY BLACK. A trickle of blood runs down from one eye. He stands up, his face suddenly expressionless, ZOMBIE-LIKE.

The FOH Leaders slowly get to their feet, one by one. Their eyes are uniformly BLACK -- their expressions vacant, pliant.

The Brotherhood enters. Magnus opens his arms wide, turning in a slow circle among the silent, black-eyed humans.

MAGNUS

My friends, welcome -- to the future
of humanity!

He LAUGHS -- then his face darkens with determination.

MAGNUS

Only one thing could stand in my way
now -- but not for long.

CUT TO:

EXT. LOGAN'S DREAMSCAPE - SNOWSWEEP MOUNTAINSIDE - NIGHT

Wolverine stands at the edge of the same yawning PRECIPICE from his earlier dream. A HOWLING WIND pushes him toward the edge -- at his feet, the black abyss seems to PULSE hungrily.

ACROSS THE CHASM

Silver Fox steps into the windtossed light. She holds out her hands, beckoning.

SILVER FOX

What you seek is here -- quickly --

Wolverine looks at her -- then down at the impossible width of the fissure between them. He tenses, ready to JUMP --

-- and the ground suddenly CRUMBLES beneath him. Wolverine FALLS, tumbling into the spiraling darkness. He throws out his arms -- SLAMMING his claws into the sheer rock face.

Wolverine HANGS over the pit -- the wind PUMMELS him against the rocks -- and with agonizing slowness, he begins to CLIMB.

He reaches the lip of the chasm and DRAGS himself up, arms SHAKING -- to find himself right back where he started.

Wolverine throws out his arms, reaching over the emptiness as he lets out a HOWL of pure rage and despair.

INT. X MANSION LIBRARY - NIGHT

Wolverine SNAPS out of the psi-meld. He and Xavier are in the LIBRARY:

a warm room with deep carpets and lots of old, leather-bound books.

Wolverine pulls himself shakily to his feet, his body torn and bruised -- but he seems hurt on some deeper, more primal level.

The raw nakedness of emerging from the psi-link has stripped Wolverine's facade; his emotions rise uncontrollably to the surface.

WOLVERINE

(gasping)

I -- I can't -- get past it.

A dark despair shines in Wolverine's eyes.

XAVIER

The abyss is the final block. Your memories lie beyond it. And it seems too powerful for us to traverse.

Xavier glides across the library, stops in front of a bronze bust of MARTIN LUTHER KING JR.

XAVIER

Xavier. Access.

The eyes of the bust LIGHT from within -- a LASER SCAN shoots out to Xavier's eye, reading his RETINAL PATTERN --

-- and the wall behind the bust SLIDES OPEN, revealing the stark metal ELEVATOR behind. Xavier and Wolverine step in.

INT. ELEVATOR - NIGHT

The elevator DROPS with smooth velocity.

XAVIER

It's not just the programming. Something in you doesn't want to remember what you were forced to do -- or what Magneto's final plan was.

(beat)

We don't know what his next step will be -- so we have no way to prevent it.

(completely frustrated)

I do not know what we can do.

WOLVERINE

We can get out of here.

The elevator doors open -- Xavier glides off toward the command center. Wolverine angrily follows him.

INT. COMMAND CENTER - NIGHT

The X-Men, except for Storm, are working in the command center. Beast rewires a console; Jean calibrates sensors, Jubilation handing her tools. Cyclops and Gambit are checking equipment.

WOLVERINE

Look, this place had a great cover --
but it's blown.

The X-Men have stopped working, silently watching the argument.

WOLVERINE

The X-Men got in his way. He'll come
after you. He'll come here.

XAVIER

Then we will have one more chance to
stop him.

Wolverine rolls his eyes.

WOLVERINE

(disbelieving)

So we're gonna wait like sitting
ducks, on the off chance we can put a
dent in him before he blows us to
kingdom come? Great strategy.

Cyclops moves to stand beside Xavier.

CYCLOPS

It isn't a question of strategy,
Logan. This is our home -- the only
one we've ever had. We won't be
driven from it, by Magneto or anyone.
As long as we have a fighting
chance --

WOLVERINE

You don't.

Wolverine's hard-boiled exterior is cracking just a little --
he desperately wants to save the X-Men from themselves.

CYCLOPS

If you're scared, leave. No one's
begging you to stay.

Wolverine snaps back into tough-guy mode. They stare at each
other for an intense moment-- and Wolverine SHRUGS, masking his
frustration.

WOLVERINE

It's your funeral. But you're not
taking me with you -- not for a
house.

He turns on his heel and walks out.

JEAN
(softly)
For our home.

CYCLOPS
Let's get back to work.

INT. CORRIDOR OUTSIDE COMMAND CENTER - NIGHT

Wolverine stands beside the door to the command center, back against the wall, staring at the ceiling -- what he just did caused him a pain that he will never admit to.

The command center doors open -- and Jubilation comes charging out. She faces Wolverine.

WOLVERINE
Look, kid, you can come with --

JUBILATION
(almost in tears)
I never thought you'd turn out to be
such a -- wuss!

She turns and RUNS back into the command center, leaving him alone in the corridor.

INT. DANGER ROOM - DAY

A BURST OF GUNFIRE tears through THE DANGER ROOM. A robotic gun SWIVELS smoothly, tracking a target -- it FIRES -- and

STORM

jumps out from cover, DROPS AND ROLLS behind a ledge, advancing a few feet. She stays down, behind the ledge; then takes a deep breath and DARTS OUT toward the doors on the far wall.

The floor SHIFTS beneath her -- a METAL PLATE slides up in her path. She GRABS the top of the rising plate, riding it upwards, then VAULTS FORWARD over the top.

A GIANT NET shoots out, hurtling toward her. Without breaking stride she JUMPS, somersaulting over the entrapping net -- it smashes into the wall in a sticky tangle.

She is only a few feet from the doors -- she POUNDS toward them, an all-out adrenaline SPRINT --

-- and the robot gun FIRES a RATTLING BURST, KNOCKING her to the floor. A BRIGHT RED STAIN blooms on her back. Storm JUMPS to her feet, raising her arms up angrily.

ABOVE THE GUN

a small LIGHTNING BOLT arcs from the air, HITTING the gun -- SPARKS dance across the housing -- the muzzle COLLAPSES.

Storm lowers her arms, as if only now realizing what she was doing. ACRID SMOKE curls up from the disabled gun.

STORM

Oops.

O.S. solitary, measured CLAPPING -- Storm turns to see Logan standing in the shadows by the doors. He steps into the light.

WOLVERINE

Practicing those non-weather combat skills?

Storm looks ruefully at the smoking, twisted gun.

STORM

Trying, anyway.

She crosses to the wall, takes a towel, fumbles around trying to reach the red spot on her back.

WOLVERINE

Why?

STORM

You said we weren't ready. I'm getting ready.

Wolverine is unnerved by what her direct words mean -- she believed him. Covering confusion, he reaches for the towel.

WOLVERINE

Here. I'll get it.

He moves behind her to wipe the red MARKER DYE from her back. Although they cannot see each other's faces, it is a strangely intimate moment.

STORM

I grew up alone. I needed no one, relied on no one. Xavier gave me a cause to believe in, comrades to fight alongside --

Storm turns to face him.

STORM

-- and I never thought I would want anything more.

They are inches apart, slowly moving closer -- moments from a kiss -- and Wolverine pulls back.

WOLVERINE

I came to tell you I'm leaving.

Storm looks at Logan as if he's a stranger.

WOLVERINE

It's suicide to stay here, Storm.

(beat)

Come with me.

Storm takes a step back. Whatever emotions she had opened to Logan are now slammed shut, hard.

STORM

I'm an X-Man. This is where I belong.

She steps to one side, the tenderness that was on her face replaced with growing ANGER.

STORM

(barbed)

But you wouldn't know anything about belonging -- or believing in something.

Wolverine looks at her, his own temper FLARING to match hers.

WOLVERINE

I believe in staying alive.

He picks up his kitbag, turns to go. Storm grabs him by the arm, WHIRLS him around.

STORM

Some things are worth fighting for.

WOLVERINE

You mean worth dying for.

STORM

Yes.

Wolverine turns away and walks out. Storm shakes her head.

STORM

(to herself)

Keep running, Logan.

EXT. X MANSION - NIGHT -

Wolverine walks across the moonlit mansion grounds, toward the wrought-iron gates that mark the edge of the property.

He opens the gate and walks out into the night, leaving the X Mansion and everything in it behind.

INT. COMMAND CENTER - NIGHT

Storm enters the command center -- the other X-Men and Xavier are still working. Gambit tries to cheer Jubilation up, showing her fire tricks with his cards.

GAMBIT

It don't have to be cards -- jus' something that I can throw.

JUBILATION

Why don't you throw something big, you know, get a really bitchin' fireball going --

GAMBIT

Size don't matter --

STORM

(to Jean)

Where have I heard this before?

GAMBIT

-- it got to be fast. The faster it go, the bigger the bang.

JUBILATION

But why --

BEAST

(interrupting)

It's simple, really -- Gambit's explosions rely on tapping the kinetic energy of an object in motion. Since $K=MV^2$, it is the velocity of the object that matters, not the mass.

Everyone looks at Beast, thoroughly confused.

GAMBIT

Yeah. What he said.

AN ALARM suddenly SHRIEKS out into the complex.

EXT. X MANSION - NIGHT

A surveillance video camera sweeping the grounds suddenly STOPS MOVING -- SHAKES for a moment -- then seems to FLY APART from within, metal innards scattering over the grass.

INT. X MANSION COMMAND CENTER - NIGHT

The X-Men man their stations, Jubilation sticking by Storm. Beast reads the flashing lights on his console.

BEAST

We have a perimeter breach on the west
and south quadrants --

Xavier's eyes sparkle white -- his expression is distant.

XAVIER

(softly)

It's Magnus.

Jean rapidly flips switches at a bank of MONITORS, all showing
WHITE NOISE patterns.

JEAN

Video's offline -- I think the wires
have been cut.

CYCLOPS

Motion sensors?

Storm is bent over a MOTION SCANNER, showing a RADAR SWEEP.

STORM

I can't get a clear fix -- they're
moving fast over the grounds,
bypassing the security system --

GAMBIT

What? How?

Storm moves aside, showing the motion scanner -- where SIX
GLOWING DOTS move with stunning swiftness toward the mansion.

STORM

I don't think we're going to have time
to figure it out.

Jubilation moves nervously closer to Storm.

CRASH! Something THUDS against the outside of the building.
Another CRASH -- the sound of glass SHATTERING --

Beast looks up from his monitor.

BEAST

(stunned)

They're inside.

GAMBIT

This is not good.

SLAM! The metal door of the control center SHUDDERS -- the
rivets holding the door POP OUT -- and the door FLIES inward!

The X-Men DIVE sideways as the door CRASHES through the control
room, finally SMASHING into the far wall...

MAGNETO AND THE BROTHERHOOD

stand in the doorway.

MAGNETO

Your security measures are pathetic,
Charles -- but adequate, I suppose,
for keeping out humans.

Magneto quickly scans the X-Men, looking for one face --

MAGNETO

And where is Wolverine? I suspected
he could not tolerate your whining
credo of peace and love for long.

(beat)

Unfortunate. For you.

The Brotherhood CHARGES the X-Men -- the two groups CRASH
together in a fierce and desperate fight.

EXT. HILLTOP - NIGHT

Wolverine reaches the top of a hill. He stops and turns back,
looking out over the peaceful night.

Silhouetted in the moonlight, Wolverine stands looking down at
the mansion, as if saying goodbye --

-- and suddenly FLAMES flare up behind the first story windows.
Wolverine takes a startled step forward -- and the windows
EXPLODE outward, sending glass and fire FLYING into the night.

Wolverine drops his kitbag.

WOLVERINE

Ah, hell.

He turns and crashes through the underbrush, running back to
the mansion.

INT. COMMAND CENTER - NIGHT

The battle continues -- and this time the Brotherhood is
serious.

Pyro SPRAYS FIRE at the control consoles -- they SHATTER and
FLAME. An ELECTRICAL FIRE blazes out of control.

CYCLOPS

Storm!

Storm raises her arms -- and is KNOCKED BACK by a psi-blast.
Scarlet Witch stands over her, laughing.

SCARLET WITCH

Not much use when you can't wave your
arms around, are you?

Storm PUNCHES Scarlet Witch -- then KICKS her in the chest.

STORM

I do all right.

The command center is enveloped in CHAOS -- OPTIC BLASTS fly, PSI-BOLTS sizzle through the air, equipment CRASHES.

MAGNETO FACES XAVIER

as the battle rages around them.

MAGNETO

Look at your "students", Charles.

Xavier glances at the battle behind them: The Brotherhood fight like a well-oiled machine, FORCING the X-Men away from the door, slowly backing them against the observation window.

MAGNETO

Rank amateurs. Your constant harping on peace has led them to their deaths. Only hate can forge true strength.

Magneto UNLEASHES a magnetic bolt -- it CRASHES into Xavier's wheelchair sending the metal components FLYING apart.

A flange HITS Xavier in the head as the wheelchair TUMBLES to the floor in pieces around him. Blood trickles from the gash in his head; he shakes his head, DAZED by the blow.

Magneto stands over Xavier disdainfully.

MAGNETO

Die, that the new world may be born.

THE OBSERVATION WINDOW

SHATTERS inward with a deafening CRASH! -- and

WOLVERINE

LEAPS into the command center in a rain of SPARKLING glass, PLUNGING through the X-Men to land at Magneto's feet --

Before anyone can react, Wolverine grabs Xavier's crippled body from the floor and THROWS him to Beast.

WOLVERINE

GO!

Without a moment's hesitation, Beast JUMPS through the splintered window to the Danger Room below.

CYCLOPS

What are --

STORM

Come on!

Storm grabs Jubilation, LEAPS through the window -- and the other X-Men scramble behind her. Gambit hesitates --

GAMBIT

Gambit don't run from nothin' --

Jean PUSHES him out the window.

JEAN

It's a goddamn tactical retreat!

ON THE DANGER ROOM FLOOR

Beast LANDS gracefully, cradling Xavier in his arms. Storm JUMPS, the X-Men behind her --

STORM

Trust the wind!

and the wind RISES around her, cushioning everyone's fall.

AT THE WINDOW

Wolverine faces the Brotherhood, blocking their pursuit of the X-Men.

MAGNETO

It seems your new friends have deserted you, my Wolverine.

WOLVERINE

(low)

I -- am not -- yours.

Behind Wolverine, a WAILING WIND rises -- the Brotherhood STUMBLE backwards, away from the cutting blast, as

STORM FLIES INTO VIEW IN THE WINDOW

On her back, supported by the driving wind, is a MASSIVE STEEL PLATFORM from the obstacle course. She STRUGGLES with the effort of keeping up gale-force winds.--

STORM

Logan, MOVE!

Wolverine DIVES down from the window -- the wind rises to a SCREECHING pitch --

-- sending the giant platform FLYING into the window with such force that it TEARS into the wall, effectively sealing off the window -- for the moment.

Wolverine lands in a crouch -- Storm DRIFTS down beside him, trembling and exhausted. Wolverine touches her shoulder.

STORM

I'm ok.

Jubilation comes RUNNING up to Wolverine, throwing her arms around his waist. Wolverine puts a hand on her head.

JUBILATION

I knew you weren't really a wuss.

Wolverine turns to Cyclops.

WOLVERINE

We've got to get to the hangar.

CYCLOPS

We can't leave -- we'll lose the mansion!

AT THE OBSERVATION WINDOW

the metal platform begins to SHAKE with MAGNETIC ENERGY.

WOLVERINE

I've got news for you: you've lost it already.

XAVIER

(weakly)

Listen to him...

WOLVERINE

Let's move!

The X-Men head for the hangar, Cyclops following reluctantly.

INT. HANGAR - NIGHT

The Blackbird looms in the shadows as the X-Men run into the dark hangar. Beast opens the hatch, carrying Xavier in, and the others follow behind.

INT. BLACKBIRD - NIGHT

Xavier struggles to speak as Beast and Jean strap him in.

XAVIER

Jean... activate self-destruct...

JEAN

(horrified)

But our files -- the lab, our equipment --

XAVIER

Exactly. Do it.

AT THE HANGAR DOOR

the Brotherhood rush in. Sabretooth LEAPS for the hatch -- THROWING HIS SHOULDER in, JAMMING the door open with his body. Sabretooth and Wolverine are eye to eye.

SABRETOOTH

Come out of there and fight!

CLOSE ON Jean as her eyes GLOW WHITE --

CUT TO:

INT. COMMAND CENTER - NIGHT

In the wrecked command center, a PANEL slides open on the wall -- energy SPARKLES in the air as a series of LEVERS are flipped, as if by invisible fingers, in an intricate pattern.

CUT TO:

INT. BLACKBIRD - NIGHT

Jean's eyes dim back to normal.

JEAN

It's done. We've got two minutes to get clear.

BEAST

Somebody get the damned door shut!

AT THE HATCH

Sabretooth STRAINS at the hatch -- he GRABS Wolverine by the arm, trying to DRAG him into the hangar --

-- and a RED-HOT OPTIC BLAST shoots past Wolverine's shoulder into Sabretooth's chest. With a HOWL, Sabretooth falls backward, and Wolverine SLAMS the hatch closed.

Wolverine looks at Cyclops, shocked.

CYCLOPS

I just did it to shut the door.

JEAN

Strap in, everybody, this is the no-frills takeoff.

Wolverine quickly buckles himself in. The engines FIRE, Jean presses the throttle forward -- and they don't move.

JEAN

Gambit, hull check!

Gambit checks the monitors -- which show Blob, massive arms wrapped around one engine, hanging on with all his might.

GAMBIT

The fat guy is holding us down!

BEAST

Is that a joke?

Pyro immerses the windshield in a WAVE OF FLAME -- completely obstructing Jean's view. She can't see anything.

JEAN

I can go blind -- and shake the fat man off. Open the hangar doors.

Beast starts to argue -- then closes his mouth and frantically works the controls.

IN THE HANGAR - THE BLACKBIRD

SHUDDERS as the engines FIRE stronger -- Blob PLANTS HIS FEET, groaning with effort --.

-- and the starboard engine RIPS OFF with a screech of rending metal. Blob falls over backward, still clutching the engine.

The Blackbird BLASTS through the hangar doors, into the night.

MAGNETO

Not so easily, old man.

MAGNETIC ENERGY coalesces around him --

-- and suddenly, a DEEP RUMBLING sounds from within the mansion. The hangar floor begins to SHAKE and BUCKLE.

BLOB

(scared)

What's happening?

Magneto SWEEPS his magnetic field AROUND THE BROTHERHOOD -- they are protected in a bubble of BLUE-WHITE MAGNETIC ENERGY --

-- and the X Mansion EXPLODES.

INT. BLACKBIRD - NIGHT

From the cockpit, the X-Men watch the bright blossom of flame shooting up from the ground behind them. No one speaks.

EXT. BLACKBIRD - NIGHT

Faltering and weak, the Blackbird moves slowly away, her underbelly reflecting the mounting flames.

EXT. X MANSION - NIGHT

The remains of Xavier's school burn bright in the darkness. The ivy-covered walls drip fire; piles of shattered masonry litter the ground like giant bones.

A pile of rubble SHIFTS, then BREAKS APART -- as Magneto's MAGNETIC ENERGY BUBBLE breaks through the ruins to the surface.

The bubble dissipates, leaving the Brotherhood standing unscathed among the ruins. Magneto looks to the horizon -- empty, no sign of the Blackbird.

MAGNETO

No matter. Our Day of Independence
dawns -- and by nightfall, there will
be nothing they, or anyone, can do.

EXT. BLACKBIRD - DAWN

Weak light spills over the horizon as the Blackbird flies erratically, engines sputtering, listing visibly to one side.

An ABANDONED NAVAL SHIPYARD looms below them, towering shadows against the lapping water.

The Blackbird banks sharply down, headed toward the shipyard.

INT. SHIPYARD DRYDOCK - DAWN

The Blackbird has touched down in a gigantic concrete pit that once served as a DRY DOCK for ship repair.

The X-Men climb down from the Blackbird. Beast gently carries Xavier out and places him on a makeshift bed of blankets.

Jean inspects the damage: the hull is blackened and fire-damaged, a GAPING HOLE staring out of the starboard side where the engine used to be.

JEAN

This is not good.

GAMBIT

So we can't fly? So what? We don't
got noplace to fly back to!

Jubilation gives him an irritated, tired look.

JUBILATION

Put a lid on it, ok?

Xavier speaks up, his voice weak.

XAVIER

Wolverine.

Wolverine kneels down by Xavier.

XAVIER

We must attempt the psi-link.

WOLVERINE

Now? What for?

XAVIER

Before I blacked out, I felt Magneto's mind. His vengeance is at hand.

But only you know what he will do, and where.

(beat)

We must reach your memories.

WOLVERINE

Die trying, more like..

XAVIER

(serious)

If necessary.

Wolverine sees that Xavier means it. He isn't thrilled.

WOLVERINE

Great.

EXT. SHIPYARD - DAY

The hulls of deserted ships are strewn across the shipyard like cavernous skeletons.

Stripped and abandoned, a three-story high PROPELLER lies alone, blades curved with curious grace, like a gargantuan rusted moth.

Wolverine sits atop the propeller, looking out over this gigantic metal graveyard. Storm walks beneath the propeller --

STORM

Wolverine! Xavier's ready.

Wolverine JUMPS to the ground, lithe and graceful as a cat.

WOLVERINE

Lucky me.

He heads toward the drydock. Storm steps in front of him.

STORM

So you decided some things were worth dying for.

WOLVERINE

I'm not dead. Yet.

STORM

Death isn't what frightens you.

WOLVERINE

Oh yeah? And what does?

Storm puts her hand flat against his chest.

STORM

The darkness in here -- within yourself. You don't want to look at it, to see it for what it is.

Storm is getting way too close for comfort.

WOLVERINE

(rough)

What would you know about it?

STORM

I hold in my hands the powers of the elements. There is nothing stronger, nothing more wild. Each time I use them I must take care, for the sheer force of that power could destroy me.

(beat)

Your wildness is your strength, Logan. What dwells within you is as savage as the wind, as untamable as the ocean storm. Don't fear it.

She clasps his wrist in a strong warrior's grip and raises his knuckles to her cheek, bringing the metal casings of his claws to rest against the bare skin of her face.

STORM

I don't. Accept what you are. And no man can control you, ever again.

Wolverine meets her eyes. Slowly, he turns his hand -- turning the metal away from her skin and cradling her face in his palm. He closes his eyes, as if taking strength from her touch.

INT. SHIPYARD BLOCKHOUSE - DAY

Xavier and Wolverine sit facing each other in a spare, cement-walled shipyard BLOCKHOUSE. Xavier is pale and weak.

XAVIER

Logan --

WOLVERINE

Yeah?

XAVIER

I will be with you.

WOLVERINE

I know.

Wolverine CLOSES HIS EYES -- Xavier's forehead GLOWS --

DISSOLVE TO:

INT. LOGAN'S DREAMSCAPE - SNOWSWEEP MOUNTAINSIDE - NIGHT

Again, Wolverine stands at the edge of the DARK CHASM -- the wind HOWLS -- and Silver Fox BECKONS across the fissure.

SILVER FOX

Hurry, love -- hurry --

Wolverine braces himself -- and LEAPS. He HURTLES through the air -- and SLAMS into the opposite wall, the wind RIPPING at him, pulling him downward.

Wolverine ROARS, every muscle screaming as he PULLS himself up the wall, over the edge -- onto the opposite side.

Everything FLASHES WHITE --

INT. LOGAN'S DREAMSCAPE - SEEDY BAR

A seedy bar. Neon light twitches through the dirty windows; sawdust covers the floor. The jukebox cranks out a tinny song.

Wearing a flannel workshirt and jeans, Wolverine kneels in the middle of the floor, bent over something. He raises his head -- his face is STREAKED WITH TEARS. In his arms he holds

THE BODY OF SILVER FOX

black hair trailing to the ground, throat laced with blood.

A LOW LAUGH comes from the door, where Sabretooth stands, also in civilian clothes, his hands covered in blood.

WOLVERINE

(growling)

You killed -- all I ever loved --

Silver Fox's eyes snap OPEN, staring straight up at Wolverine.

SILVER FOX

(urgent)

Lies, my love. He has given you lies.
You must fight to find what he has
hidden from you -- go --

And she is gone, leaving him holding the empty air.
Sabretooth plants himself in front of the door.

SABRETOOTH

You're not goin' anywhere, runt.

Wolverine LEAPS on him -- they CRASH together, clawing and ripping. Wolverine is GASHED open -- he stumbles -- then BACKHANDS Sabretooth, sending him FLYING across the room.

Wolverine PLUNGES through the door --

SMASH CUT TO:

INT. LOGAN'S DREAMSCAPE - BRIGHT WHITE ROOM

A blinding white room, antiseptic and cold. Wolverine lies strapped to a massive metal chair.

Magneto stands over him, his red armor like a splash of blood against the white walls.

MAGNETO

You will obey without question.

A JOINTED METAL SCALPEL lowers toward Wolverine's temple, carrying THE IMPLANT, wires squirming, pulsing an evil red.

MAGNETO

(hissing)

You are an animal -- my animal --

Wolverine STRAINS wildly -- his claws UNSHEATH -- but the arm straps are cinched on his WRISTS, out of reach of his claws.

THE SCALPEL

SWINGS down, moving like an obscene insect, closer and closer -- the implant wires BRUSH his skin like feelers.

MAGNETO

-- and you will do as I say.

The implant wires DIG INTO his skin, BURROWING --

WOLVERINE

PULLS wildly -- his claws SLICE down at the ARM of the chair, SHEARING through it. He HEAVES forward -- with a GROAN the armrest TWISTS OFF the frame -- giving him ONE ARM FREE.

WOLVERINE

No! Not -- this -- time!

Wolverine RIPS the implant off, sending it SKITTERING over the floor. He SLICES the remaining straps, then pulls himself from the wreckage of the chair to stand before Magneto.

WOLVERINE

(intense)

You -- will never -- command me --
AGAIN!

The room begins to FADE -- Magneto dims, becoming ghostly and insubstantial. But his expression is still one of TRIUMPH.

MAGNETO

It's too late...you cannot stop me.
Our Day of Independence dawns.

The room FLARES WHITE --

DISSOLVE TO:

EXT. LOGAN'S DREAMSCAPE - SNOWY MOUNTAINSIDE - NIGHT

Wolverine lopes naked through the forest as if the devil were at his heels. The wind blows, high and keening.

Silver Fox's voice rings out over the wind --

SILVER FOX (O.S.)

Logan, this way!

He pounds through the deepening snow, straining against the drifts. Silver Fox flickers through the forest ahead.

He crests a hill, then stops, standing against the bright orb of the moon -- he looks down onto a lush, moonlit park --

-- and we recognize CENTRAL PARK.

The park is crowded with a THRONG of humans in holiday clothes. But the people are silent, motionless -- they stand, backlit by the moonlight, faces in shadow, all turned toward Wolverine.

POP-POP-POP -- in the dark sky, FIREWORKS explode, streaming down toward the crowd, spilling LIGHT on their faces --

-- revealing a sea of unblinking BLACK EYES.

At the front of the crowd, all the CHILDREN stand in silence, staring at Wolverine with dull black eyes.

CLOSE ON a little girl -- as a DROP OF BLOOD trickles down her cheek.

Wolverine looks at the crowd, stricken, horrified. Silver Fox is suddenly standing beside him.

SILVER FOX

See. Remember. He will loose his
Legacy upon the world...

INT. BLOCKHOUSE - DAY

Light streams into the blockhouse. Xavier and Wolverine lie on the floor, cut, bruised, exhausted.

Wolverine stands up stiffly, full of the awful knowledge of what he has seen.

WOLVERINE
Central Park. Today.

XAVIER
Yes.

EXT. BLACKBIRD - DRYDOCK - AFTERNOON

Jubilation argues with Cyclops as the X-Men prep the Blackbird.

JUBILATION
I'm going. I'm as much an X-Man as any of you!

CYCLOPS
You're not an X-Man. Anyway that's not the point -- it's not safe.

JUBILATION
Ok, so you're taking a guy in a wheelchair with maybe a concussion and you won't take me?

Xavier smiles in spite of himself.

XAVIER
She has a point. Let her go.

The X-Men look at him in surprise.

XAVIER
After today, Magneto will have an army of his mutagen drones -- enough to begin spreading the Legacy over the entire world. The whole human race will become his slaves. If we fail to stop him today, no place will be safe.

Jubilation looks smug.

JUBILATION
So I'm an X-Man now?

CYCLOPS
No!

XAVIER
No!

CUT TO:

EXT. GRAND CENTRAL PARK - GREAT LAWN - DUSK

The setting sun streams down on

A GIANT FOURTH OF JULY PICNIC CELEBRATION

Families are relaxed on the grass. Children play, dogs chase frisbees, picnic hampers lie open on checkered tablecloths.

A HUGE STAGE has been erected for the festivities. A GRUNGE BAND booms out funky versions of patriotic songs.

A crowd of FOH GREYSHIRTS stand around a RECRUITMENT TABLE hung with "Save America" posters. They look smug, self-satisfied, as if expecting a run on membership any moment.

BEHIND THE STAGE

A TRUCK with the logo APOCALYPSE FIREWORKS is parked by the stage. The Politician jumps down from the cab, an "Apocalypse" baseball cap pulled low to hide his eyes.

He nods to the UNIFORMED WORKERS unloading the FIREWORKS, who look up, black eyes expressionless -- the DRONES.

CLOSE ON THE FIREWORKS as they unload them -- each rocket has a clear cone mounted on its tip, filled with RED LIQUID.

EXT. BLACKBIRD IN SKY - AFTERNOON

The Blackbird flies shakily through darkening skies.

INT. BLACKBIRD IN SKY - AFTERNOON

The X-Men move through the cabin, checking gear and armor. Jean pilots the Blackbird, fiercely focused on keeping her aloft. The craft SHUDDERS with the strain of flight.

JEAN

Ok, folks, this is a one-way ticket. Once I land, she's not going to make it off the ground again. We're down, we're stranded.

WOLVERINE

I'll find us some transport.

STORM

He has a gift for car theft.

CUT TO:

EXT. CENTRAL PARK - NIGHT (LATER)

The dusk has deepened into a smooth summer evening. Children race around waving SPARKLERS, which POP and GLITTER.

ON THE STAGE a loud DRUM ROLL sounds.

SENATOR GRANT

steps out onto the stage. The Greyshirts CHEER and YELL explosively. Flashbulbs POP, NEWS CAMERAS whir.

SENATOR GRANT

My fellow Americans. I promised today to unveil a final solution to the mutant crisis -- here it is.

MAGNETO

walks onstage, just out of the light. He pulls the microphone back to the shadows, speaks with hearty good humor.

The crowd is rowdy, excited.

MAGNETO

The answer to the mutant problem is simple -- a world free of the human menace.

The cheering dies -- the FOH falls silent. The crowd is confused, unsure. Magneto looks out over the silent throng.

MAGNETO

You people have no sense of history.
Let me make this simple for you --

He EMERGES from the shadows into full view -- his SCARLET CAPE and MASK shining like fire into the night. He is flanked by Sabretooth, Mystique and Blob in full combat dress.

In the sudden, shocked quiet, Magneto's voice BOOMS out --

MAGNETO

Your lives are over. I, Magneto, savior of mutantkind, sentence you all to perpetual slavery -- for the crimes of humanity!

SCREAMS erupt from the crowd. In a single wave, the crowd PULLS AWAY from the stage, surging backwards.

Magneto raises his arms benevolently over the panicked masses.

MAGNETO

Much better.
(shouting)
Let's give them a show they will never forget!

BACKSTAGE

Pyro RAISES his hand -- FIRE streams out from his fingers -- he LOWERS his hand toward the launchers --

A DEAFENING ROAR fills the air -- Pyro STARTS, looks up into the sky, leaving the fireworks still UNLIT, as

THE BLACKBIRD

comes SCREAMING down from the skies toward the stage.

INT. BLACKBIRD - NIGHT

The Blackbird DIVES for the stage -- the X-Men HANG ON. Storm SLIPS forward -- Wolverine GRABS her by the arm to steady her.

Storm turns to him -- and KISSES him with fierce passion. Wolverine looks at her in shock.

STORM

In case we don't have time later.

Wolverine can't find any words -- as the Blackbird GATHERS SPEED, he holds Storm tight, BRACING them both.

EXT. CENTRAL PARK STAGE - NIGHT

Magneto looks up in complete amazement -- the smoking aircraft bears down on him -- he barely scrambles aside --

-- and the Blackbird CRASHES, PLOWING through the grass directly into the stage, SHATTERING it.

The crowd SURGES for the exits -- trampling tables, picnic baskets, and each other as they RACE to escape.

THE BLACKBIRD'S HATCH flips open -- and The X-Men emerge from the smoking shell of the craft, lining up in tight formation.

Xavier hangs in the air on a cloud of PSI-ENERGY. His voice THUNDERS over the park --

XAVIER

You do not speak for mutantkind --
and we will not allow you to do this
in our name!

WOLVERINE

Yeah, and I flat just don't like you.

Magneto SNEERS at the X-Men --

MAGNETO

It's too late.
(to Pyro)
Fire the rockets!

Pyro aims for the launchers -- but goes TUMBLING back as an OPTIC BLAST slams into him.

The X-Men head for the launchers --

MAGNETO

Stop them!

The Brotherhood ATTACKS, their momentum SWEEPING the X-Men away from the fireworks. THE DRONES charge out into the fray, carrying makeshift clubs scavenged from the rubble.

PYRO

pulls himself to his feet -- turns to the fireworks --

-- as Gambit SOMERSAULTS over the Drones to block Pyro, the fireworks on the ground between them.

GAMBIT

Afraid not, my skinny friend.

Pyro shoots a massive JET OF FIRE at Gambit --

With an expert flick of his wrist, Gambit sends an entire DECK OF CARDS spraying out -- they BLOSSOM into flame in midair.

The two walls of fire CASCADE into each other like TIDAL WAVES of flame -- each BLOCKING the other in an inferno of heat, only inches above the launchers.

THE X-MEN AND THE BROTHERHOOD

have spread over the park, BATTLING wildly -- terrified humans RUN frantically in every direction. The park is in an UPROAR.

WOLVERINE LEAPS ON MAGNETO

and they go flying backward into the rubble of the stage.

BEAST

clammers up a giant SPEAKER TOWER, waving to the drones --

BEAST

Hey -- black eyes! Over here!

The Drones TURN en masse-- and SWARM around the speakers, SHAKING and PUMPELLING them. Beast holds on for dear life --

BEAST

Well, that was remarkably effective.
Poorly planned, but effective.

-- as Blob lumbers over and FLATTENS the speaker tower with one swipe of his hand.

Beast tumbles to the ground -- Blob rears back his fist --

-- and a BARRAGE OF SPARKS explode inches from Blob's face! He GRUNTS in surprise -- and falls flat on his butt.

JUBILATION

I'm getting good at this.

Beast turns and RUNS, the Drones hot on his heels. Meanwhile CYCLOPS

bleeding, stumbling, runs toward Jean --

CYCLOPS

Jean -- help me --

Jean RUSHES to him --

JEAN

Scott! Are you hurt?

Cyclops SLAMS into her with a sucker punch -- Jean DOUBLES OVER as Cyclops morphs into Mystique.

MYSTIQUE

No, you are.

She grabs Jean's head, KNEEING her. Suddenly Mystique is PULLED off Jean, whirled around -- to face Storm, who drops her with a single punch.

STORM

Back off, bitch.

BEAST AND THE DRONES

run through the park, the Drones pursuing Beast like a demented medieval mob. He leads them under a huge striped REFRESHMENT TENT -- the Drones crowd into the tent after him --

-- and Beast TEARS out the central pole holding up the tent. He SPRINTS out from under the billowing cloth as it falls.

RACING around the outside of the tent, he rips up the securing lines, TIEING the tent into a tight, immobile bundle.

The tent-covered Drones SWAY -- the whole package WOBBLES as the mob tries to move -- and FALLS in a tightly tied LUMP.

JUBILATION AND BLOB

are still facing off. Jubilation SLAMS him with a PFAFF -- Blob reaches out, trying to touch the multicolored SPARKS.

BLOB
Those are so pretty.

Jubilation stops in mid-shot.

JUBILATION
Is there, like, something wrong with you?

BLOB
(hurt)
I don't think so.

Blob looks at her hands expectantly.

JUBILATION
What?

BLOB
Do it again!

PFAFF! Jubilation RAINS sparks on Blob -- he LAUGHS like a delighted child, the fight forgotten. J. just shakes her head.

JUBILATION
This is too easy.

MAGNETO AND WOLVERINE

fight in the smouldering ruins of the stage -- Magneto's magnetic bolts FLYING, Wolverine DODGING and SLASHING.

MAGNETO
We'll defeat these X-fools again --
and you will pay for your betrayal.

WOLVERINE
Don't be so sure. You really
shouldn't have blown up their house.

GAMBIT AND PYRO

continue trading FIREBOLTS -- but a RED PSI-BOLT from Scarlet Witch CRACKS into Gambit's armor, sending him FLYING.

As Gambit scrambles to get up, Pyro SHOOTs a thin line of fire across the launchers, IGNITING all the firework fuses.

For a horrible moment, the X-Men watch as the fireworks BLAST up into the sky, trailing fire. Magneto SHOUTS triumphantly --

MAGNETO
Our Independence dawns!

CYCLOPS
(an order)
Storm! Go!

Storm LAUNCHES herself into the sky on the screaming wind.
 IN THE SKY OVER THE PARK
 the fireworks EXPLODE high overhead -- Storm sees
 COUNTLESS THOUSANDS OF RED MUTAGEN DROPLETS
 shimmering with the cascading colors of the fireworks. The
 sparkling rain is headed for the crowd and FALLING FAST.

STORM
 Wind, rise against this rain of death!

ON THE GROUND

A BRUTAL WIND rises, whipping through the frightened crowd,
 taking anything lightweight INTO THE SKY in a mini-cyclone.

MAGNETO
 No -- NO!
 (to Wolverine)
 Out of my way!

Magneto BLASTS Wolverine back -- aims for another shot -- and
 is SLAMMED BACK by an OPTIC BLAST.

CYCLOPS

extends his hand to the fallen Wolverine -- who takes it.

CYCLOPS
 What the hell.

Cyclops PULLS him to his feet, and

WOLVERINE AND CYCLOPS

attack Magneto together, SLASHING and BLASTING. Magneto
 falls back -- they close in on him --

-- and a blast of LASER FIRE tears through the air, RIPPING up
 the earth around Cyclops and Wolverine. Cyclops FALLS, HIT in
 the shoulder, as

THE BROTHERHOOD HELICOPTER

RISES like a giant black bird of prey from behind the wrecked
 stage -- Sabretooth

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THE BROTHERHOOD HELICOPTER

RISES like a giant black bird of prey from behind the wrecked stage -- Sabretooth in the pilot's seat.

Sizzling LASER BEAMS rain down around Wolverine -- he DRAGS Cyclops out of the line of fire --

-- and Magneto FLIES up into the air in a SPHERE of magnetic energy -- headed straight for Storm.

IN THE SKY

the wind is drawing the droplets up into the atmosphere.

Storm sees Magneto RACING upward toward her. He looses a MAGNETIC BOLT through the night sky --

STORM
I don't think so.

The air RUMBLES -- and a massive SHAFT of lightning SPLITS the sky, aimed at the magnetic bolt. The two charges CRASH together in a rainbow-bright EXPLOSION of electricity -- cancelling each other out.

Magneto is seconds away from her, CLOSING FAST -- Storm gestures -- and the wind INCREASES.

The droplets whirl in a BLUR of speed, dwindling, then VANISHING as they are pushed through the outer atmosphere --

-- and into the merciless killing cold of SPACE.

With a ROAR of rage, Magneto HURTLES into Storm -- TANGLING her in his MAGNETIC FIELD. She smiles in bitter triumph.

STORM
Too...late...

Storm STIFFENS -- and COLLAPSES inside the sphere.

THE HELICOPTER banks down -- Magneto rises up, climbs in dragging Storm behind him. He looks down at the park below --

ON THE GROUND

The Brotherhood is in total disarray. Scarlet Witch and Mystique are unconscious, Pyro is cornered, and Blob is engaged in deep conversation with Jubilation.

MAGNETO

SLAMS his fist against the window, realizing that he has actually been beaten.

MAGNETO
No -- I will not be defeated by these deluded idealistic traitors -- I will not!

Sabretooth looks at Magneto nervously.

SABRETOOTH
What do we do?

O.S. SIRENS cutting through the night, heading for the park.

Magneto looks at Storm unconscious on the floor -- and suddenly his face lights up with inspiration.

MAGNETO

Back to the compound. Now.

He strokes Storm's head with oddly disturbing affection.

ON THE GROUND

Wolverine sees the helicopter TURNING AWAY.

WOLVERINE

He's got Storm!

XAVIER

Jean --

Xavier and Jean move together -- PSI-ENERGY streams out from them, hot-white, flowing UP through the air

TO THE HELICOPTER

entrapping it in a PSI-FIELD, PULLING it downward.

WOLVERINE

climbers up the tattered stage proscenium, high in the air --

THE HELICOPTER

sinks down through the sky, closer and closer to the stage --

MAGNETO

leans out of the helicopter -- focuses on Xavier --

MAGNETO

You cretinous old fool!

He FIRES a CRACKLING BOLT of energy directly at Xavier.
Magnetic energy RACES over him -- and Xavier COLLAPSES.
The psi-field FALTERS --

WOLVERINE

LEAPS from the stage frame, a desperate, impossible jump --

-- and SLAMS into the UNDERSIDE of the chopper, JAMMING his claws into the metal belly and holding on.

IN THE HELICOPTER

Sabretooth wrestles with the controls as the chopper SHUDDERS violently -- the THUMP of Wolverine's impact goes UNNOTICED in the wild BUCKING of the struggling craft --

-- as the helicopter TEARS FREE, SCREAMING off into the sky with Wolverine hanging onto the underbelly.

ON THE GROUND

CYCLOPS

Come on, people, let's move!

The X-Men quickly retreat from the park, Blob trotting docilely behind Jubilation, Beast carrying the wounded Xavier.

The Police push their way through the hysterical crowd

TO THE STAGE

-- to find the Brotherhood neatly stacked in an unconscious pile. The officers point their guns at the motionless mutants.

POLICEMAN #1

Freeze!

CUT TO:

EXT. BROTHERHOOD HELICOPTER IN FLIGHT - NIGHT

The Russian-made Hind attack helicopter has a top speed of 225 mph -- and Sabretooth has the throttle WIDE OPEN.

We skim above the racing chopper -- then SWING DOWN over the rotors to the underside of the beast, where

WOLVERINE

hangs on desperately, the driving force of the windshear pushing him flat against the underbelly -- and DRAGGING him towards the tail of the chopper.

Twin SLASH MARKS are gouged into the chopper, showing where Wolverine was -- and how far he has been dragged back.

He is rapidly running out of helicopter.

Ahead, a MOUNTAIN looms -- the chopper BANKS toward it.

The wind RIPS at Wolverine -- DRAGGING him closer to the CHURNING BLADES of the tail rotor. He SLIPS further -- SCRABBLES to hold on, the wind PRYING him from the metal --

-- and with a cry of RAGE, Wolverine FALLS from the helicopter onto the rocky mountain below.

The helicopter SLOWS over the peak -- a HIDDEN DOOR slides open -- and the chopper GLIDES down into the bowels of the mountain.

Wolverine struggles to his feet, at once angry and despairing. He looks around -- and suddenly his expression changes.

WOLVERINE

(in wonderment)

I know this place.

INT. WEAPON X COMPLEX - CORRIDOR - NIGHT

Weak moonlight filters down through a VENTILATION SHAFT set in the corridor ceiling. Suddenly, glittering claws PLUNGE through the screen, cutting it in a neat circle -- the ventilation screen FALLS to the floor.

Wolverine lowers himself into the dark corridor.

WOLVERINE
(to himself)
Home sweet home.

INT. WEAPON X COMPLEX - ANOTHER CORRIDOR - NIGHT

Wolverine moves down the corridor with careful stealth. From the surrounding darkness, A LOW GROWL sounds, echoing hollowly.

Shrouded in the shadows,

SABRETOOTH

moves forward, cat-eyes gleaming, into the dappled light.

SABRETOOTH
I knew I smelled your stink.

Sabretooth begins CIRCLING him, slow, stalking.

SABRETOOTH
I didn't tell Magneto -- he's busy
with your little weatherwitch.
(savoring)
He'll rip her soul out, just like he
did yours.

Sabretooth CHARGES -- they CRASH together, ripping and tearing at each other, faces inches apart. Sabretooth GLOATS --

SABRETOOTH
(echoing Logan's dream)
I've come for you, boy.

Sabretooth LIFTS Wolverine over his head, HEAVING him into the corridor WALL.

Wolverine SLAMS into the wall -- it CRUMPLES, and he hurtles through into the adjoining ROOM.

INT. SCENE SHOP - DAY

Wolverine pulls himself to his feet, dazed.

He is in what looks like a huge THEATRE STORAGE WAREHOUSE. Props, furniture and stage lights are piled everywhere.

Everything is DEATHLY SILENT. There is no sign of Sabretooth.

STAGE FLATS are arranged in MOCK-UPS throughout the vast room. Wolverine walks carefully through the maze of sets, eyes sharp for Sabretooth; he spots A LARGE MOCK-UP against one wall.

Something seems to draw Wolverine toward the flats. He reaches the mock-up, puts his hand on the "door" slat and opens it.

INT. SEEDY BAR MOCK-UP - DAY

Wolverine stands at the door, shocked, disbelieving.

THE SEEDY BAR of his dream is here, complete in every detail -- the place where Silver Fox died.

The window looks out on a neon sign, now dark; the sawdust floor and tinny jukebox are exactly as he saw them -- but it's all fake. The walls are painted flats.

A truss of STAGE LIGHTS hangs above, covered, like everything else, in a thick coat of DUST.

Wolverine sees none of this -- he is oblivious to everything but the limp object that lies in the CENTER OF THE FLOOR --

FLASH TO WOLVERINE'S DREAM:

Kneeling in the middle of the room, holding the dead body of Silver Fox in his arms, anguished --

BACK TO SCENE:

Wolverine walks with unsteady steps toward the crumpled, shape on the floor. He kneels down beside it -- turns it over --

-- and a life-size RAG DOLL grins up at him, her long black hair in yarn braids, RED PAINT smeared crudely across her neck.

Wolverine picks up the rag doll -- and FLINGS it aside.

WOLVERINE

All lies!

O.S. a CLICK -- and the bar suddenly LIGHTS UP. The TRUSS hums with power as the stage lights GLOW, revealing

SABRETOOTH

as he steps out from behind a flat to CATCH the rag doll.

SABRETOOTH

That's right, shorty.

He GRINS, enjoying Wolverine's pain.

WOLVERINE

(barely able to speak)
Why -- ?

SABRETOOTH

Because you won't kill for the fun of it --

(scornful)

-- you have to have a reason.

Sabretooth waggles the doll; her head rolls limply.

SABRETOOTH

So Magneto gave you one. She was a training tool -- to bring on the ol' beserker rage. And she worked -- you fought.

He RIPS the doll in half and TOSSES her aside.

SABRETOOTH

Me, I don't need dolls and pretty pictures. I hate you just for breathin'.

With a ROAR of animal rage, Wolverine CHARGES -- and they GRAPPLE TOGETHER in the middle of the set. They CRASH into the bar -- GLASS flies everywhere.

Sabretooth CLAWS with his long nails, TEARS with his fangs --

Wolverine SNARLS, CLAWING back at him -- they whip and twist, muscles straining as they TEAR at each other with pure hatred.

Sabretooth LIFTS the JUKEBOX over his head, and HURLS it at Wolverine -- he DODGES -- the jukebox SMASHES into tiny pieces.

They CIRCLE each other, warily, both BLEEDING from gashes all over their bodies -- too many to heal at once.

SABRETOOTH

Come on, little man. It's just you and me. Come on.

He LUNGES for Wolverine -- who SIDESTEPS him -- Sabretooth WHIPS around to see Wolverine using his claws, fist over fist, to CLIMB one of the flats, headed for the ceiling.

SABRETOOTH

(enraged)

Coward! No you don't!

Sabretooth scrambles up the wall after him.

Wolverine reaches the ceiling, LEAPS from the top of the flat ONTO THE TRUSS

a framework of metal pipe holding the lights, SUSPENDED FROM THE CEILING by four heavy-guage CHAINS, one at each corner.

SABRETOOTH

You'll never be the killer I am, boy!
Never!

Sabretooth judges the distance and LEAPS -- the truss SHUDDERS with his weight as he LANDS. He gets his footing, turns --

-- and looks directly INTO THE LAMP of a 10K FRESNEL, pointed at his face from three feet away.

SABRETOOTH

Aaugh!

He throws his hands up over his eyes, BLINDED by 10,000 WATTS of bright white light --

Wolverine JUMPS up behind the light -- grabs the support chain for balance -- and KICKS Sabretooth's legs out from under him.

Sabretooth FALLS to the floor below with a THUMP, landing dazed and blinded in the sawdust.

With lightning swiftness, Wolverine SLASHES through the chains holding the truss to the ceiling --

THE TRUSS

HURTLES down toward the floor, electrical cords SPARKING, lights FLASHING wildly --

Wolverine JUMPS from the falling juggernaut, landing clear, as
THE TRUSS

CRASHES DOWN on top of Sabretooth, pinning him to the floor.

Wolverine moves cautiously to the fallen truss, where

SABRETOOTH

lies pinned, body BURNT from the searing metal of the lights, IMPALED by one of the metal rigging pipes THROUGH THE CHEST.

Wolverine looks down at him in disgust.

WOLVERINE

I never wanted to be what you are.

He turns, heading quickly for the door.

INT. WEAPON X FACILITY - CORRIDOR - NIGHT

Wolverine strides down the corridors of this dark, half-remembered place.

WOLVERINE
(scenting)
Come to Papa...

He reaches A HEAVY DOOR, smooth, featureless, without knob or handle. Something seems to draw him closer.

He touches the door carefully, questioning -- then, with a single powerful SWEEP of his claws, he rips away the hinges and KICKS the door open.

INT. WEAPON X LABORATORY - NIGHT

The vast, cavernous laboratory of his NIGHTMARE. The GIANT TANK stands empty in the center of the room. Beside it, the WHITE CHAIR he saw in the psi-meld -- but now

STORM

lies STRAPPED tightly into the chair. The AUTOMATED SCALPEL is bent over her like a skeletal arm. Her eyes DART to Wolverine -- in desperate hope.

STORM
Wolverine --

MAGNETO

stands in front of the chair, his face contorted in disbelief.

MAGNETO
How did you get here?
(realization)
You've killed Sabretooth, haven't you?

WOLVERINE
He had it coming.

Magneto advances slowly on Wolverine.

MAGNETO
It doesn't matter. You can't stop me,
Wolverine.
(gestures to Storm)
The Windrider will use her powers to
spread the Legacy mutagen over the
world -- in a matter of hours.

STORM
(spitting out the words)
I -- will -- not!

MAGNETO
Oh, I think you will.

Magneto holds up a PSYCHOTROPIC IMPLANT -- it writhes on his hand, spiderlike wires twisting, seeking.

MAGNETO

She'll be feeling much more cooperative in a moment.

WOLVERINE

Don't you touch her!

Wolverine LEAPS for Magneto -- Magneto SOARS up on a cloud of MAGNETIC ENERGY, touching down BEHIND THE GLASS TANK.

The tank now stands between Wolverine and Magneto. Magneto speaks, his face DISTORTED through the thick glass.

MAGNETO

I created you, Wolverine. You were like a son to me.

WOLVERINE

(disgusted)

Spare me.

Wolverine begins circling the tank -- Magneto doesn't move.

MAGNETO

To the last, I thought you could be brought back to me, be a part of the new world. But Xavier has tainted you beyond redemption.

Wolverine doesn't answer -- just keeps circling, watchful.

MAGNETO

I should have known from the first -- when you subverted the Silver Fox construct.

Wolverine CIRCLES the tank -- he and Magneto are now both on the same side of the tank, separated by the length of the room.

MAGNETO

You used her voice to try and remember, to get around the programming blocks -- turned her into some kind of subconscious guardian angel. Very clever.

Wolverine moves slowly toward Magneto. Stalking. Deadly.

MAGNETIC ENERGY coalesces around Magneto's hands -- bright blue SPARKS flickering, chasing each other over his arms..

WOLVERINE

You gave me a life of lies.

MAGNETO

I brought you to your destiny. You were nothing -- are nothing -- without me.

WOLVERINE

No!

(beat)

I'm an X-Man.

Wolverine LEAPS at him, arcing through the air like a wolf --

Magneto RAISES his hands -- and

WOLVERINE

STOPS in midair -- with an agonizing CRY of pain, he CRASHES to the ground.

STORM

(horrified)

Logan!

MAGNETO

(sadly)

You have left me no choice.

Wolverine WRITHES in horrible pain -- his CLAWS scratch against the stone floor -- as his body seems to STRETCH toward Magneto.

MAGNETO

You see, your bones are made of metal.
I gave them to you.

The magnetic energy at his hands FLARES up into FIERY BLUE-WHITE BOLTS.

MAGNETO

And I can take them away.

Wolverine SCREAMS in pain -- and his body seems to RIPPLE beneath the skin --

-- as Magneto DRAWS THE ADAMANTIUM away from his very bones.

Wolverine CRAWLS backwards with tremendous effort -- but he can only move at a snail's pace --

Magneto walks slowly up to him, until he is only a few feet away from Wolverine's twisting body. He looks down at him.

MAGNETO

I nurtured the seed already in you --
I made it strong. I created you to be
a merciless killer, in my service.

His hands SPARK brightly.

MAGNETO

There can be no other life for you.

Wolverine TWISTS and BUCKLES as the pain rips through him. His skin RIPPLES as the metal starts to move from his bones.

WOLVERINE
(almost incoherent)
No! Not -- a killer --

MAGNETO
(sighing)
You will never be anything but an animal.

Wolverine looks up, eyes AFLAME with hatred -- and sudden hope. His arms are stretched out toward Magneto, the ADAMANTIUM CLAWS straining in their sockets.

WOLVERINE
I -- am Logan -- I am a man --

With tremendous effort, Wolverine RAISES one hand -- makes a fist --

WOLVERINE
-- and you -- are the ANIMAL!

Wolverine brings his claws SLASHING DOWN onto THE INDEX CLAW of his other hand.

In a blinding instant, one razor-sharp claw is SEVERED -- caught in Magneto's MAGNETIC FIELD, it FLIES through the air with the speed of thought --

-- and BURIES itself in Magneto's chest.

Magneto looks down in disbelief at the adamantium blade buried in his chest. As he sinks to his knees, THE MAGNETIC FIELD falters -- and DISSIPATES.

WOLVERINE

watches as his skin stops rippling -- his claws RETRACT -- and he begins to HEAL. He pulls himself unsteadily over to

MAGNETO

who lies dying on the floor. Magneto looks up at him in amazement -- and regret.

MAGNETO
What I wakened in you... can never be silenced... Killing me... will not... make you whole...

Wolverine silently watches Magneto's life ebb away.

MAGNETO
You will always be... alone...
Wolverine... always alone...

He DIES.

Wolverine pulls his exhausted body to the chair -- he SLASHES the straps -- and Storm FALLS into his arms, battered and bruised. They hold each other up, barely.

STORM
You really know how to show a girl a
wild time, Logan.

The remains of the lab door CLANG OPEN, as

THE X-MEN

come rushing into the laboratory. Beast carries a MOTION DETECTOR which BEEPS wildly.

Jubilant RUSHES to Wolverine and Storm -- she THROWS herself on them, hugging them both with fierce love.

Wolverine looks to Beast, barely able to speak.

WOLVERINE
How -- ?

Beast points to the symbol of the X-Men at Wolverine's chest.

BEAST
Homing beacon. And comlink too, by
the way.
(beat)
All the X-Men wear them.

Cyclops, his shoulder in a makeshift bandage, looks at the wreckage of the laboratory and SIGHS.

CYCLOPS
You could have waited. We were
coming.

Wolverine looks at the X-Men as if he can't believe it.

WOLVERINE
You were.

GAMBIT
Ain't got nothin better to do, now we
kicked the Brotherhood's butt.

They all LAUGH. The X-Men close around Storm and Wolverine -- enclosing them in a circle of family.

CUT TO:

EXT. X MANSION - DAY

The site of the destroyed X Mansion -- now being REBUILT.

The X-Men are busily working on the wooden frame, HAMMERING and SAWING. Piles of masonry bricks, wood, tiles, shingles and so on are strewn around the building site.

Beast hangs from the third floor, measuring a window frame. Gambit and Jean hammer the frame together.

INSIDE THE FRAME

Xavier, Jubilation and Cyclops watch a silent tableau -- Storm and Wolverine, standing at the gates.

Jubilation turns to Xavier, perplexed.

JUBILATION

Why won't he stay?

XAVIER

It is the only way for him.

JUBILATION

But this is our home now.

(soft)

Our family.

XAVIER

If we truly care for Wolverine, we must let him go -- and trust that when he finds what he seeks, he will return.

CYCLOPS

I think I might actually miss him.

AT THE GATES

Storm and Wolverine hang a newly minted BRASS SIGN: "Xavier's School for the Gifted." Wolverine looks back at the mansion, deeply torn.

STORM

Where will you go?

WOLVERINE

Wherever I have to.

(trying to explain)

There are some things I have to find --

STORM

(cutting him off)

I know.

Wolverine turns, climbs on his Harley. He turns back to look at her -- and Storm puts her arms around him and KISSES him, as if she will never let go --

-- but she does.

WOLVERINE

I'm coming back. Someday.

He GUNS the Harley -- and the motorcycle PEELS OUT through the gates.

Storm closes the gates to the mansion. She stands with her hands on the cool metal, watching as the Harley VANISHES down the road in a plume of dust.

STORM

Someday.

FADE OUT..

THE END

